

# Exhibit 1

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COGNIZANT TECHNOLOGY  
SOLUTIONS CORPORATION, and  
COGNIZANT TECHNOLOGY  
SOLUTIONS U.S. CORPORATION

*Plaintiffs,*

v.

EDWARD L. COX, JEAN-CLAUDE  
LOUIS FRANCHITTI, and VARTAN  
PIROUMIAN

*Defendants.*

**SUPERIOR COURT  
OF NEW JERSEY**

**LAW DIVISION – BERGEN  
COUNTY**

Docket No. BER-L\_\_\_\_\_

**COMPLAINT AND JURY  
DEMAND**

**REDACTED VERSION**

Plaintiffs Cognizant Technology Solutions Corporation and Cognizant Technology Solutions U.S. Corporation (together “Cognizant” or the “Company”) by their attorneys, for their Complaint, allege as follows:

1. This is an action for breach of contract and breach of common law duty of loyalty arising out of Defendants Edward L. Cox (“Cox”), Jean-Claude Louis Franchitti (“Franchitti”) and Vartan Piroumian’s (“Piroumian”) (collectively

“Defendants”) admitted failure to return thousands of confidential Cognizant documents and information to Cognizant upon their departure from the Company, comprising proprietary and competitively sensitive solutioning, pricing, employee and client information in violation of the terms of non-disclosure agreements signed by each of them (the “NDAs”), the explicit requirements of Cognizant’s Employee Handbook (the “Handbook”), and Cognizant’s Code of Ethics (the “Code”).

### **PARTIES**

2. Plaintiff Cognizant Technology Solutions Corporation is a corporation organized under the laws of the State of Delaware with its principal place of business at 300 Frank W Burr Blvd, Suite 36, 6th Floor, Teaneck, NJ 07666.

3. Plaintiff Cognizant Technology Solutions U.S. Corporation is a corporation organized under the laws of the State of Delaware with its principal place of business at 211 Quality Circle, College Station, Texas 77845.

4. Defendant Cox is a resident of the State of Texas.

5. Defendant Piroumian is a resident of the State of California.

6. Defendant Franchitti is a resident of the State of New York.

### **JURISDICTION & VENUE**

7. Plaintiffs incorporate each of the preceding paragraphs as if fully set forth herein.

8. This Court has personal jurisdiction over Cox because he is a party to an NDA in which he contractually agreed to personal jurisdiction in New Jersey and expressly waived any claims against or objections to personal jurisdiction in New Jersey. (*See* Ex. 1 at ¶ 7.3.)

9. This Court has personal jurisdiction over Piroumian because he is a party to an NDA in which he contractually agreed to personal jurisdiction in New Jersey and expressly waived any claims against or objections to personal jurisdiction in New Jersey. (*See* Ex. 2 at ¶ 7.3.)

10. This Court has personal jurisdiction over Franchitti because, among other things, he has purposefully availed himself of the benefits and protections of New Jersey's laws such that he should reasonably anticipate being haled into court here. Franchitti entered into an employment contract with Cognizant and regularly travelled to Cognizant's New Jersey headquarters in connection with his employment. Therefore, he engaged in systematic and continuous contacts within New Jersey, which give rise to the claims asserted herein.

11. In addition, the Court has personal jurisdiction over Franchitti because he has engaged in litigation concerning his employment with Cognizant in New Jersey and purposefully availed himself of the rights and benefits of New Jersey law by asserting claims in this state. *See, e.g., Franchitti, et al. v. Cognizant Technology Solutions Corp., et al.*, No. 3:17-cv-6317 (D.N.J.).

12. For the above reasons, it would be neither unfair nor unreasonable for Franchitti to litigate this action in this State, and the Court has personal jurisdiction over him here.

13. Based on the foregoing, jurisdiction is proper in Superior Court of New Jersey, Law Division.

14. Venue is properly laid, pursuant to New Jersey Court Rule 4:3-2(a), because Plaintiff resides in Bergen County.

### **BACKGROUND**

15. Defendants are former employees of Cognizant. During their employment with the Company, they each had access to troves of Cognizant's confidential business information.

16. Franchitti was hired by Cognizant on April 16, 2007. During his time with the Company he held the positions of (1) Chief Architect, Director Level, Advanced Solutions Group and (2) Assistant Vice President, Consulting. Due to the nature of his position, Franchitti was regularly privy to proprietary and competitively sensitive information, including, but not limited to, employee information, pricing discussions and negotiations, client negotiations and sales processes. He resigned on July 20, 2016.

17. Cox was hired by Cognizant on January 8, 2014. During his time with the Company he held the positions of (1) Director, Business Development, (2)

Infrastructure Consulting Manager, and (3) Infrastructure Engagement Management/Program Manager. As a Director in the Cognizant Infrastructure Systems (CIS) unit, Cox was a pre-sales lead for travel and hospitality companies seeking Cognizant's services. Cox had access to proprietary and competitively sensitive information, including, but not limited to, information regarding client engagements including pricing, solutioning, and staffing for Cognizant's projects, as well as discussions and negotiations with potential clients. He resigned from the Company on April 3, 2017.

18. Piroumian was hired by Cognizant on April 2, 2012. During his time at the Company he held the positions of (1) Principal Architect, Technology, (2) Enterprise Architect, and (3) Principal Architect, Consulting. Piroumian held an Associate Director title and served as an individual consultant, and as such, his client engagements often required him to work onsite at the Cognizant client and on that client's network. He was also involved in presales activity and had access to client and solutioning information. He resigned from the Company on August 2, 2017.

19. At the beginning of their employment with Cognizant, each Defendant was asked to sign an NDA. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] Though not identical, the terms of these NDAs are substantially

similar.

20. For instance, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

(Ex. 3 at ¶ 4.)

21. The Franchitti NDA defined [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] (*Id.*)

22. In signing the NDA, Franchitti agreed that [REDACTED]

[REDACTED]  
(*Id.* at ¶ 10.)

23. In his NDA, Franchitti also agreed that [REDACTED]

[REDACTED] (*Id.* at ¶ 8.)

24. Franchitti also acknowledged that [REDACTED]

[REDACTED] (*Id.* at ¶ 12.)

25. Similarly, the Non-Disclosure, Non-Competition and Invention Assignment Agreement executed by Piroumian on April 2, 2012 and Cox on January 6, 2014 (the “Cox/Piroumian NDAs”), which are substantively identical, provide that “Employee acknowledges that Confidential Information is essential to the Company’s Business. [REDACTED]

[REDACTED] (Ex. 1 at ¶ 1.5; Ex. 2 at ¶

1.5 (emphasis added).)

26. Moreover, Cox and Piroumian each expressly agreed that he would not [REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]. (Ex. 1 at ¶ 1.4; Ex. 2 at ¶ 1.4.)

27. Cox and Piroumian also each agreed that he would [REDACTED]

[REDACTED] (Ex. 1

at ¶ 1.4; Ex. 2 at ¶ 1.4.)

28. Like the Franchitti NDA, the Cox/Piroumian NDAs define

[REDACTED]

[REDACTED]

[REDACTED]

(Ex. 1 at ¶ 1.3; Ex. 2 at ¶ 1.3.)

29. Cox and Piroumian each agreed that his NDA [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED] (Ex.

1 at ¶ 7.3; Ex. 2 at ¶ 7.3.)

30. Further, Cox and Piroumian each acknowledged that [REDACTED]

[REDACTED] (Ex. 1 at ¶  
7.2; Ex. 2 at ¶ 7.2.)

31. Finally, by signing the Cox/Piroumian NDAs, [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED] (Ex. 1 at ¶ 8.6; Ex. 2 at ¶ 8.6.)

32. While employed by Cognizant, each Defendant received the Handbook.

33. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] (Ex. 4 at 28.)

34. Moreover, each Defendant was aware that he had a duty to protect Cognizant's business information, as the Handbook provided that

[REDACTED]

[REDACTED]

[REDACTED] (*Id.*)

35. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]. (*Id.* at 35-36.)

36. Finally, upon separation, [REDACTED]

[REDACTED]. (*Id.* at 31.)

37. Each Defendant also received the Code.

38. The Code specifically acknowledges the responsibility and obligation to safeguard and protect the confidentiality of Cognizant and client information. (*See, e.g.*, Ex. 5 at 33-36; Ex. 6 at 21-22.)

39. Each Defendant had access to and received, as part of his employment at the Company, Cognizant's proprietary, competitively sensitive, and confidential information, including, but not limited to: strategic and business plans; solutioning documents; financial, sales, and/or pricing information; client lists and data; vendor terms; and employee information (collectively, "Cognizant's Confidential Information").

40. Despite the obligations set forth in the Handbook and Code, and in violation of their contractual obligations to Cognizant under their respective NDAs, each Defendant intentionally retained and never returned Cognizant's Confidential Information upon termination of his employment with the Company.

41. For instance, Cox currently has in his possession nearly 100,000 Cognizant documents which appear to include every email he either sent or received

during his time with the Company and contain Cognizant's Confidential Information.

42. Franchitti has a nearly two-fold amount of Cognizant information in his possession, approximating 200,000 documents, which also appear to comprise the entirety of his Outlook files and span the length of his employment with Cognizant and contain Cognizant's Confidential Information.

43. Piroumian has in his possession over 6,000 Cognizant documents spanning the length of his employment with Cognizant and contain Cognizant's Confidential Information.

#### **COUNT I – BREACH OF CONTRACT**

44. Plaintiffs incorporate each of the preceding paragraph as if fully set forth herein.

45. Defendants Franchitti, Cox and Piroumian each entered into the NDAs in which they each agreed not to retain, use or disclose Cognizant's Confidential Information.

46. In the NDAs, Defendants Franchitti, Cox and Piroumian also each agreed to promptly return Cognizant's Confidential Information to the Company upon termination of his employment.

47. Defendants Franchitti, Cox and Piroumian violated the NDAs by retaining and failing to return Cognizant's Confidential Information for years after terminating their employment with the Company.

48. As a consequence of the foregoing, Cognizant has suffered and will continue to suffer irreparable harm and loss as well as money damages.

## **COUNT II – COMMON LAW BREACH OF FIDUCIARY DUTY**

49. Plaintiffs incorporate each of the preceding paragraphs as if fully set forth herein.

50. During Defendants Franchitti, Cox and Piroumian's employment with Cognizant, Defendants each occupied a position of trust and confidence.

51. Defendants Franchitti, Cox and Piroumian, by virtue of their employment and roles at Cognizant, each owed Cognizant a fiduciary duty not to act in a manner inconsistent with the interests of his employer, Cognizant, and to protect Cognizant's Confidential Information.

52. Defendants' possession of confidential documents and information belonging to Cognizant, and its clients, is unauthorized and in direct violation of the duty owed to Cognizant, [REDACTED]

53. Defendants' retention of Cognizant's confidential information, and failure to return confidential information, documents, and assets to the Company

after the termination of their employment, constitutes breaches of the fiduciary duty and duty of loyalty each Defendant owed to Cognizant and its clients.

54. Defendants' conduct is willful, knowing, and egregious.

55. Each Defendant acted without a reasonable basis for believing that he would not be liable for breaching his duty of loyalty to Cognizant.

### **PRAYER FOR RELIEF**

WHEREFORE, Plaintiff requests the following relief:

- (a) A preliminary and permanent injunction enjoining Defendants from taking any further action as it relates to the misappropriated information, documents, and assets owned by Cognizant and its clients;
- (b) A preliminary and permanent injunction requiring Defendants to return any information, documents, and assets in their possession and that they retrieve any documents in the possession of others;
- (c) The return of all financial compensation paid to Defendants during their employment with Cognizant;
- (d) The appointment of a special master to ensure the return of Cognizant information, documents and assets held by Defendants and to preside over a forensic review of any devices

in Defendants' possession containing Cognizant information and documents;

- (e) An award of compensatory and punitive damages;
- (f) An award of Plaintiff's costs and expenses in this action; and
- (g) Such further and other relief as this Court may deem just and proper.

**JURY TRIAL DEMAND**

Plaintiffs demand a trial by jury as to all issues so triable.

Dated: July 23, 2021

WALSH PIZZI O'REILLY FALANGA LLP

*s/ Liza M. Walsh*

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(973) 757-1100

*Attorneys for Plaintiffs*



**DESIGNATION OF TRIAL COUNSEL**

Pursuant to R. 4:5-1(c), Liza M. Walsh is designated as trial counsel in this matter.

Dated: July 23, 2021

WALSH PIZZI O'REILLY FALANGA LLP

s/ Liza M. Walsh

Liza M. Walsh

*Attorneys for Plaintiffs*

**CERTIFICATION PURSUANT TO RULE 4:5-1**

Pursuant to R. 4:5-1, I hereby certify that, to the best of my knowledge, the above-captioned action is not the subject of any other action pending in any court or the subject of a pending arbitration proceeding.

I certify that the foregoing statements made by me are true. I am aware that, if any of the foregoing statements are willfully false, I am subject to punishment.

Dated: July 23, 2021

WALSH PIZZI O'REILLY FALANGA LLP

s/ Liza M. Walsh

Liza M. Walsh

*Attorneys for Plaintiffs*

**CERTIFICATION OF COMPLIANCE WITH RULE 1:38-7(C)**

The undersigned counsel certifies, pursuant to New Jersey Court Rule 4:5-1(b)(3) that confidential personal identifiers have been redacted from documents now submitted to the Court and will be redacted from all documents submitted in the future in accordance with New Jersey Court Rule 1:38-7(b).

Dated: July 23, 2021

WALSH PIZZI O'REILLY FALANGA LLP

s/ Liza M. Walsh

Liza M. Walsh

*Attorneys for Plaintiffs*

# **EXHIBIT 1**

**REDACTED**

## **EXHIBIT 2**

**REDACTED**

## **EXHIBIT 3**

**REDACTED**



## **EXHIBIT 4**

**REDACTED**

## **EXHIBIT 5**



Cognizant



## Cognizant's Core Values and Standards of Business Conduct

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## Our Reputation is in Your Hands

Dear Associates,

For over two decades, Cognizant has maintained a positive work environment that is fair, productive, and rewarding. We built our reputation by respecting each other and behaving with integrity in all of our interactions. Our work is imbued with a shared culture and values, an unwavering belief in doing the right thing and in doing the best work for our clients no matter where we are in the world.

I have said many times that the easy way is not the Cognizant way. We do not cut corners, bend the rules, or look for shortcuts—and we have a zero-tolerance policy toward those who do. This document represents the comprehensive, across-the-board ethics program that underscores our commitment to integrity and moral responsibility. I encourage all of us to freely report any suspected misconduct with the confidence that our company protects us from retaliation for doing so in good faith.



Business integrity is woven into the cultural fabric of Cognizant. Every time we interact with clients, partners, competitors, and each other, we carry a piece of Cognizant's reputation with us. Every day, we work to fortify the strong tradition of ethics, integrity, and transparency that has been pervasive in our organization since our founding.

These Standards of Business Conduct, combined with our Core Values, reflect the best practices and highest standards in our industry. It's up to all of us to maintain those high standards in all that we do to ensure that we continue to raise the bar and set the example for our peers and competitors around the globe.

Best regards,

A handwritten signature in black ink, appearing to read "Francisco D'Souza".

**Francisco D'Souza**

Chief Executive Officer

## The Right Way at Cognizant

In the competitive service environment in which we operate, we must maintain the highest standards of integrity. Our reputation and our success depend on it. Whether we're working in a development center, on-site with our customers, in our corporate office, or in our everyday lives, we must be role models of integrity.

Our Core Values (Values) define the behaviors that will make us successful in the marketplace.

### Our Core Values

- ▶ Transparency
- ▶ Passion
- ▶ Empowerment
- ▶ Collaboration
- ▶ Customer Focus
- ▶ Integrity



## Table of Contents

▶ Our Reputation is in Your Hands	i
▶ Our Core Values in Action	ii
▶ The Right Way at Cognizant	ii
▶ Our Core Values	ii
▶ We are Guided by Our Standards	1
▶ Getting Help or Reporting a Possible Violation	1
▶ How Reports are Handled	2
▶ Prohibiting Retaliation for Reporting	2
▶ Managers' Additional Responsibilities	2
▶ Our Ethics Earn Trust	4
▶ Preventing Corrupt Activities	4
▶ Avoiding Conflicts of Interest	5
▶ Never Engaging in Insider Dealing	9
▶ Creating Effective Records	10
▶ We do Business the Right Way	14
▶ Explaining Competition Laws	14
▶ Conducting Ethical Sales and Marketing	14
▶ Respecting International Trade	15
▶ Driving Quality	16
▶ Our Responsibilities are Clear	18
▶ Practicing Good Corporate Citizenship	18
▶ Participating in Public Activities	18
▶ Adhering to Safety Standards	20
▶ We Take Principled Actions	21
▶ Harassment and Discrimination	21
▶ Using Cognizant's Technology the Right Way	22
▶ Safekeeping of Company Assets	23
▶ Respecting Others' Data and IP	25
▶ Communicating About Cognizant	26
▶ Waivers of These Standards	28
▶ Certification	29



## We are Guided by Our Standards




These Standards of Business Conduct (Standards) explain how our Values are infused throughout our work for Cognizant. They provide a shared understanding not just about what we do, but also how we do it. They are a framework for ensuring consistent professional conduct across diverse cultures and work environments worldwide.

Our Standards apply to all associates, officers and members of the Board of Directors of Cognizant Technology Solutions Corporation and its direct and indirect subsidiaries, and other businesses controlled by Cognizant worldwide. Such entities are collectively referred to herein as “Cognizant” or the “Company” and such persons to which these Standards apply are referred to as “Cognizant Associates.” The term “Cognizant Associates” also refers to our contractors, subcontractors, suppliers, and others who assist us in servicing our clients or otherwise conducting our business.

As a global business, Cognizant is committed to complying with the laws of the countries in which we operate. We make this pledge not just because it's the right thing to do, but also because it's an integral part of our commitment to excellence and exceeding client expectations, as well as our dedication to being a good corporate citizen and improving our communities.

## Getting Help or Reporting a Possible Violation

As Cognizant Associates, we have a responsibility to ask questions, seek guidance, and express concerns about our Standards. These Standards and our Company policies (located on our public website and Intranet) exist to give context to the ethical behavior expected from us, guide us in making a report, and direct us to various sources with whom we may ask questions. As part of our commitment to our stakeholders, we are also expected to cooperate fully with any investigation into any actual or potential violation. To report a real or suspected violation of these Standards, the following individuals and resources are available to you:

- ▶ Your manager
- ▶ Your talent manager
- ▶ The Chief Compliance Officer:
  -  By email: [chiefcomplianceofficer@cognizant.com](mailto:chiefcomplianceofficer@cognizant.com)
  -  By fax: 201-801-0243
  -  By mail: Cognizant Technology Solutions  
Attn: Chief Compliance Officer  
Glenpointe Centre West  
500 Frank W. Burr Boulevard  
Teaneck, New Jersey 07666
- ▶ Chief Legal and Corporate Affairs Officer
- ▶ The Cognizant Compliance Helpline



The Cognizant Compliance Helpline is serviced by a third-party provider and is available by phone or online. Reports may be made anonymously, where local laws allow. However, you are encouraged to identify yourself when making a report, so that additional information can be obtained if needed. Whenever possible and permitted by law, your identity will be kept strictly confidential.

To access the Compliance Helpline via the internet, go to:

<https://www.compliancehelpline.com/welcomepagecognizant.com> and follow the instructions for submitting a report.

To make a report by telephone, dial the number specific to your country and follow the prompts:

- ▶ U.S. and Canada: 1-866-824-4897
- ▶ India: AT&T Direct Access Code 000-117 followed by 866-824-4897
- ▶ UK: AT&T Direct Access Code 0-800-89-0011 (or 0-500-89-0011) followed by 866-824-4897
- ▶ All other locations: Use the appropriate access code for your country, followed by 866-824-4897

Additional AT&T Direct Access Codes are available at: <http://www.usa.att.com/traveler/index.jsp>.



## How Reports are Handled

Cognizant treats reports of misconduct seriously. All reports are reviewed by the Chief Compliance Officer, who appoints a responsible person as appropriate to conduct an informal inquiry or a formal investigation. If a violation of our Standards has occurred, appropriate disciplinary action will be taken against individuals involved as permitted by local laws. Additional steps will be taken if an alleged violation involves an Executive Officer or Board Member.

## Prohibiting Retaliation for Reporting

It takes courage to raise concerns about our Standards, Company policies, or the law. That is why our Company is committed to ensuring that an individual does not face retaliation for reporting real or potential violations. Prohibited acts of retaliation include discharge, demotion, suspension, harassment, threats, or any other action that discriminates against an individual who submits a report. Those engaging in acts of retaliation are subject to disciplinary action, up to and including termination, as permitted by local laws. If you know or suspect that you or someone you know has been retaliated against, you should contact the Chief Compliance Officer or the Compliance Helpline immediately.

Remember, you will always be protected from retaliation for making an honest, accurate report (also known as a “good-faith” report). On the other hand, knowingly filing a false or misleading report will subject you to disciplinary action.

## Managers’ Additional Responsibilities

All of us are responsible for maintaining a standard of excellence at Cognizant. For those of us in positions of leadership, that means having additional duties fostering ethics and integrity. If you are a manager, you are expected to help Associates resolve ethical issues. It is up to you to create an atmosphere where Associates feel comfortable coming to you to discuss questions and possible violations. As a manager, never retaliate or tolerate retaliation against any individual for making a good-faith report. If you receive a report of misconduct, you are responsible for immediately informing the Chief Compliance Officer. Any manager who directs or approves of any conduct in violation of these Standards, or who has knowledge of such conduct and does not immediately report it, will also be subject to disciplinary action.

## Our Ethics Earn Trust

*At Cognizant, we continually strive to be a trusted advisor. In pursuing this goal, we must consistently incorporate the following standards into our day-to-day business activities.*





## Preventing Corrupt Activities

Today's dynamic global marketplace demands that we achieve the highest standards of behavior. It is therefore critical that all of us at Cognizant make business decisions that align with our ethical principles. This means, in part, that we comply with all applicable anti-corruption laws, rules, and regulations wherever we conduct business.

We do not corruptly give or offer, directly or indirectly, anything of value to a government official to obtain or maintain business or any other advantage for the Company. It is a violation of the U.S. Foreign Corrupt Practices Act (FCPA) and other similar international anti-corruption laws to engage in any form of bribery, including improper payments to government officials like bribes, kickbacks, or facilitating payments, in such forms as money, gifts, favors, or entertainment. Penalties for violating the FCPA and other anticorruption laws are severe and can include large fines and prison time. Bona fide expenses may be paid, and gifts provided, only if done so without corrupt intent and pursuant to Company's Anti-Corruption Policy, which can be found at

<http://www.cognizant.com/InsightsWhitepapers/AnticorruptionPolicy.pdf>

We must also avoid commercial bribery or anything that could look like it.

Government Official	Any government representative or employee, including those from government-owned enterprises
Bribe	Anything of value that can appear to or actually influence business decisions related to Cognizant
Kickback	The return of a sum paid (or due to be paid) for making business arrangements
Facilitating Payment (or: "Grease Payment," "Expediting Payment")	A small payment to a government official to speed up common actions like issuing permits, licenses, or other documents necessary to do business in a particular country. Facilitating payments may only be paid where pre-approval is granted by our Legal Department.
Commercial Bribery	Giving something of value intending to receive a favorable business decision, or something valuable, in return

Regardless of the form an improper payment takes, we are never allowed to make, offer, or accept one without pre-approval from our Legal Department. All such payments must be reported and documented as part of the FCPA's and other laws' books and records requirements. We are also prohibited from retaining a third party representative to knowingly make such a payment on our behalf. Engaging in acts of corruption, even in places where bribery is a customary business practice, violates our Standards, Company policies, and the law, and tarnishes our ethical reputation.

It is also in our own best interests to remember that anti-corruption law violations come with severe legal penalties to the company, its executives and the individuals involved in such actions. If you have questions about this information, please refer to our FCPA, UK Bribery Act and Anticorruption Policy (our "Anticorruption Policy"), which can be found at <http://www.cognizant.com/InsightsWhitepapers/AnticorruptionPolicy.pdf>, or speak to a member of our Legal Department.

#### *Interacting with government officials*

*I work for Cognizant in a country in which the government is very active in promoting and influencing business within the country, and my team has been talking about an upcoming meeting we have with some representatives of a government agency. We want to impress the representatives because we are excited about the opportunity to win new business in the country.*

Keep in mind	<ul style="list-style-type: none"> <li>▶ We must be very cautious when communicating or working with government officials</li> <li>▶ Your team's enthusiasm about the potential work is exciting—but it must not be allowed to lead to wrongdoing</li> <li>▶ Special laws and regulations control our interactions with government officials</li> </ul>
Take appropriate action	<ul style="list-style-type: none"> <li>▶ Ensure that no inappropriate gifts or entertainment are exchanged with the government officials</li> <li>▶ Think about whether you feel comfortable in your understanding of anti-corruption laws, review our Anticorruption Policy, and consult our Legal Department with any questions</li> <li>▶ Take it upon yourself to get the additional education you need in anti-corruption laws, and be on the lookout for signs any of your teammates might not understand our shared responsibilities in this area</li> <li>▶ Report any concerns you have right away</li> </ul>



## Avoiding Conflicts of Interest

As Cognizant Associates, we have a responsibility to conduct business only in our Company's best interests—not based on our personal relationships or any benefits we might seek. There are times in which we may have a personal or financial stake in the outcome of a decision, as well as influence over that decision. In these situations, putting our personal interests before Cognizant's creates a conflict of interest.

Conflicts of interest (or even something that only seems like one) can have serious consequences for our Company, so we have to disclose real or potential conflicts right away. Not every real or perceived conflict will violate our Standards, but to protect ourselves we must disclose any such concern to a member of our Legal Department or Chief Compliance Officer so it can be resolved.

Some of the more common types of conflicts we might face are described below.

### Gifts and Entertainment

To maintain trust in our business relationships, we must avoid giving or receiving gifts that influence, are intended to influence, or appear to influence business decisions except in accordance with standard business practices. Accepting or giving such gifts can undermine client relationships, hurt our reputation, and put the Company in legal jeopardy.

"Gifts" usually include goods and services, but can be anything of value, including meals, travel expenses, tickets to or attendance at events, discounts or credits, employment or investment opportunities, and honoraria. We may give or accept a gift only when it meets the following conditions:

- Modest
- In good taste
- Unsolicited
- Not cash or a cash equivalent
- Permissible under relevant laws and rules

"Entertainment" includes events where both the person offering and the person accepting both attend. We can give or receive entertainment only when it meets all of the following conditions:

- Infrequent
- Unsolicited
- Modest
- Intended to serve legitimate business goals
- Appropriate for a business setting
- Permissible under relevant laws, rules and policies

To protect ourselves, we must not give a gift, and must immediately return a gift received that does not meet these conditions, and also report the event to our manager. If immediate return of an inappropriate gift is not practical, we should ask our manager to help us transfer the gift to Cognizant. Our Company will donate it to charity or find another appropriate way to handle the item.

Gifts to and from government officials are governed by much stricter rules than standard business gifts and entertainment. For example, as a federal lobbying registrant in the U.S., Cognizant may not make any gift to a Member of Congress or congressional employee unless allowed under a specific exception to the congressional gift



rules. Moreover, in many jurisdictions, Cognizant may be required to track and disclose gifts provided to government officials. These kinds of exchanges require pre-approval from our Legal Department because of the added complexity. If you could interact with a government official as part of your job, familiarize yourself thoroughly with the applicable sections of our Anticorruption policy.

If you have any questions about gifts or entertainment, please discuss them with the Legal Department or Chief Compliance Officer. A table with current gift and entertainment limits by geography may be found in Appendix A of these Standards.

### Corporate Opportunities

This area refers to circumstances in which we might compete with Cognizant. To remain objective and ethical, we must never do so. Should we ever discover a business opportunity through our Cognizant work, we must first inform our Company about it, rather than personally pursuing the opportunity. And, this same principle extends to others—we aren't permitted to help anyone else take personal advantage of an opportunity to compete with Cognizant, including family members and friends.

#### *Corporate opportunities*

*I am part of the team responsible for deciding which new projects our business unit will bid on. While reviewing requests for proposals one day, I came across a proposed project that I think would actually fit my cousin's company better than Cognizant.*

Keep in mind	<ul style="list-style-type: none"><li>▶ We all have a responsibility to make decisions in Cognizant's best interests</li><li>▶ We must never put our own or someone else's personal interests ahead of what is best for Cognizant</li><li>▶ Any time our personal interests could conflict with our work, we should report the situation to get help resolving it</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ Do not tell your cousin about the opportunity before Cognizant has made a decision regarding whether to pursue it</li><li>▶ Talk with your manager about your thoughts and whether you should participate in making this decision</li></ul>

### Significant Customers

At Cognizant, we often maintain long-term relationships with our valued clients. Due to the lasting nature of these relationships, conflicts of interest can arise if we develop intimate, non-professional relationships with employees of our client companies. Engaging in social activities outside of work, or getting involved in personal or intimate relationships, are particularly damaging to those who are directly involved in management of the project.

### Close Personal Relationships

At times we may find ourselves working with family or others with whom we have close ties. While this does not always create a conflict situation, it can in many cases lead to favoritism, or its appearance. For this reason, we may not supervise, review, or influence the job evaluation or compensation of another Associate with whom we have a close personal relationship, including family members, friends, a domestic partner, or a significant other. Furthermore, we may not engage in a personal, intimate or romantic relationship with a direct or indirect report.

Family Member	Common examples include a spouse, child, stepchild, sibling, parent, grandparent, cousin, aunt, uncle, or in-law
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### Outside Employment

Accepting outside employment can easily interfere with our work for Cognizant. This would be especially true if we took a position with a company whose interests conflict with Cognizant's, such as a customer, supplier, or competitor of our Company. Any positions we accept with other organizations cannot conflict with Cognizant's interest and must not affect our ability to work efficiently on our Company's behalf or otherwise fulfill our responsibilities to Cognizant. Because it is not always easy to determine whether outside employment could be to the detriment of Cognizant, before accepting any offer of outside employment, you must receive pre-approval of such outside employment from our Legal and/or Compliance team.

Outside Employment	Serving as a consultant, associate, officer, Board of Directors member, or advisor
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Other outside work you perform—including volunteer work or otherwise donating your time and skills to a charity project—may also interfere with the interests of our Company. For this reason, be particularly cautious if you are creating IP that may be assigned to an outside party, making sure that in doing so you fulfill all of your Cognizant obligations. Be sure to consult the Legal Department with any questions.

### Financial Investments and Arrangements

Another important type of conflict involves our personal finances. To maintain the highest standards of integrity that we value so much, we must not hold a substantial financial interest in a customer, supplier, or competitor of our Company. Our close personal relations may not hold such interests either. For instance, if you or a family member (or other close personal relation) holds a significant financial interest in any customer, supplier, or competitor of Cognizant, disclose the situation immediately to the Chief Compliance Officer.



Substantial Financial Interest

Holding greater than 1% of the outstanding shares of a publicly held company, or greater than 5% of those of a privately held company

Conflict of interest situations can be complex, but can many times be resolved through good judgment and consulting the proper resources early on. By understanding the types of conflicts that exist, avoiding situations that are most likely to result in conflicts, and disclosing actual or potential conflicts, we ensure that our decisions are made in a fair and unbiased manner. Such assurance is vital to maintaining our valuable reputation as a trusted advisor.



## Never Engaging in Insider Dealing

Our success in the marketplace depends on the trust and confidence of the investment community. Earning this trust requires us to act with integrity when trading public securities, and follow all securities laws that apply to us and our business. In order to uphold our commitments to our stakeholders, we will never participate in insider dealing (also called “insider trading” in the U.S. and some other countries).

Public Securities	<ul style="list-style-type: none"> <li>▶ Any securities issued by a publicly traded company, including: <ul style="list-style-type: none"> <li>• Common stocks</li> <li>• Options to purchase common stock</li> </ul> </li> <li>▶ Any other type of securities of that company (such as preferred stock, bonds, or derivative securities)</li> <li>▶ Any derivative securities that provide the economic equivalent of ownership of the company's securities, or any opportunity to profit from any change in value of the company's securities</li> <li>▶ Other financial assets of such a company</li> </ul>
Trading Public Securities	Buying, selling, or participating in a decision to buy or sell Public Securities

Through our work at Cognizant, some of us may learn about material, nonpublic (or “inside”) information, potentially relating to our Company as well as other companies with which we work.

Material, Nonpublic (“Inside”) Information	<ul style="list-style-type: none"> <li>▶ Information not publicly released, and</li> <li>▶ Has the potential to influence an investor to buy, sell, or hold a security (if the investor were to learn the information)</li> </ul>
Examples	<ul style="list-style-type: none"> <li>▶ Earnings and earnings forecasts</li> <li>▶ Changes in senior management</li> <li>▶ Significant changes in earnings patterns</li> <li>▶ Mergers or acquisitions</li> <li>▶ New product developments</li> </ul>

Because of the sensitivity of this kind of information, and the laws governing it, we must not trade securities based on it. To do so could affect stock prices, potentially negatively impacting stockholders. Also we may not give any such inside information to—or “tip”—others who might make trades based on it. Doing so violates insider trading laws, which can be severe and may include civil and criminal penalties for our Company and the individuals involved.

For all of our protection in these matters, our Company has adopted certain blackout periods during which none of us may trade in Cognizant securities, including buying or selling Cognizant stock. This helps prevent insider trading, and even the appearance of an improper transaction. If we are uncertain about our ability to purchase or sell any securities, we should consult with the Chief Compliance Officer or Chief Legal and Corporate Affairs Officer before taking any action.

For additional information, please see our Statement of Company Policy on Insider Trading and Disclosure, which can be found at

[https://ecm.cognizant.com/cs/groups/confidential\\_cts\\_internal/@cgrm\\_g/documents/cgrm\\_docs/bl82/mdcy/~edisp/ctsecmin\\_6072557.pdf](https://ecm.cognizant.com/cs/groups/confidential_cts_internal/@cgrm_g/documents/cgrm_docs/bl82/mdcy/~edisp/ctsecmin_6072557.pdf)

You may also find an updated list of blackout dates here.

## Creating Effective Records

Our reputation as a trusted advisor is built by the confidence others have in us. This is, in part, based on the accuracy of the written records and verbal statements we produce. By providing full, fair, accurate, timely, and understandable disclosures, we generate trust with our stockholders and the public. We also meet important legal and regulatory obligations, including items filed with or submitted to the U.S. Securities and Exchange Commission (SEC). Failing to accurately record financial information and public reports severely damages our name, exposes us to legal liability, and harms the trust our customers and stockholders place in us.

As Cognizant Associates, we are responsible for the accuracy of the books and records we maintain in the course of our jobs. These include:

- Financial records
- Timesheets
- Travel and expense reports
- Forecasts, resource allocations, and billings
- Financial statements

In addition, we must ensure that all Company books, records, accounts, and financial statements:

- Are maintained in accordance with all applicable regulations and standards
- Accurately reflect the true nature of the transactions they record
- Conform to generally accepted accounting practices (GAAP) and Company accounting policies

We must never:

- Establish any undisclosed or unrecorded account or fund for any purpose
- Make false or misleading entries in the Company's books or records for any reason
- Make a written commitment on behalf of Cognizant that exceeds our individual signature authority
- Disburse corporate funds or other corporate property without adequate supporting documentation and authority to do so

*Books and records – signature authority*

*I have received approval to retain the number of resources I requested for an upcoming project. While calculating the project's estimated costs, though, I notice that the overall cost for the resources slightly exceeds the amount I was authorized to spend. I'm not sure it's a big deal though, since the number of people I'll need has been approved. I can just go ahead and sign for the resources allocation, right?*

Keep in mind	<ul style="list-style-type: none"> <li>▶ Adherence to Cognizant's internal controls and procedures is always crucial</li> <li>▶ Our stakeholders and the public rely on us to follow the highest standards of integrity</li> <li>▶ Our approval processes and controls on individual authority are in place to protect our Company, whose wellbeing ultimately supports our own</li> </ul>
Take appropriate action	<ul style="list-style-type: none"> <li>▶ Do not sign for the resources</li> <li>▶ Obtain the proper approval for the excess expense, even though the amount is only slightly above your authority</li> <li>▶ Whenever you are unsure or think something's not quite right, seek guidance from the resources in these Standards</li> </ul>

## Records Management

Just as we maintain our financial and business records in accordance with various policies, rules, and regulations, we must also retain and dispose of these records lawfully and ethically. This means we must always follow the document retention guidelines that apply to our locations and projects. We must never destroy records unless we have received permission from our manager and the Legal Department to do so. Destroying or disposing of documents without such permission could violate specifications in our client contracts, resulting in loss of those clients' trust, among other consequences. If you have questions regarding the status of any records in your possession, consult your manager and the Legal Department before taking further action.

## Money Laundering

As part of our commitment to accurate recordkeeping, we must understand how to spot suspicious activities—including money laundering. Money laundering is never condoned by our Company.

Money Laundering	The process by which certain individuals or groups attempt to conceal illicit funds, or make the sources of such funds appear legitimate
Illicit Funds	Money obtained through illegal or improper activities

To combat money laundering, we perform due diligence on customers, suppliers, and other business partners who seek to do business with Cognizant. Always ensure that those with whom you are doing business maintain a physical presence, are engaged in legitimate business, and have proper compliance processes in place. If you have questions or concerns about potential money laundering, consult the Legal Department for guidance.


Our team will need to take some corporate guest houses to accommodate some resources required by a new client project. While researching available places, one of the property managers said they only accepted rent payments in cash. Is this is a normal practice?

Keep in mind	<ul style="list-style-type: none"> <li>▶ Global anti-corruption laws require us to avoid unethical actions</li> <li>▶ This means some local practices may not be allowed</li> <li>▶ We must be suspicious of any vendor or other third party who demands payment in cash</li> <li>▶ Demands for cash may be signs of illegal activity</li> </ul>
Take appropriate action	<ul style="list-style-type: none"> <li>▶ Keep track of which property managers require cash payments and which do not</li> <li>▶ Only consider and ultimately rent properties that do not require cash payments</li> <li>▶ Apply similar standards to all of your other Cognizant activities</li> </ul>

## We do Business the Right

*Our clients, stockholders, and communities depend on our commitment to perform with the highest level of integrity.*





## Competing Fairly and Honestly and Complying with Competition Laws

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We believe the best way to outperform our competition is by fairly and honestly seeking competitive advantages through superior performance, never through unethical or illegal business practices. This means, in part, that we never unfairly disparage our competitors, their products, or their services.

In our competitive business environment, we often seek to acquire information about our competitors and their products and services. To compete fairly in the marketplace, we must show the same respect for the confidential information of our competitors that we show for our own. This means we may only gather competitive information in a lawful and ethical manner, never through deception or misrepresentation. For example, we also do not use our access to customer systems to search for competitor presentations or other such information that may be viewable without proper authorization. Similarly, we may not retain or use a third party to do what we ourselves cannot.

We must comply with the antitrust and competition laws of the countries where we do business. In general, we must avoid agreements, understandings or plans with competitors that limit or restrict competition, including price fixing and allocation of markets. Some examples of topics to avoid discussing with competitors include:

- Market share or price-fixing
- Pricing schedules, bids, or client lists
- Boycotting a third party

Be particularly cautious when you are attending a trade show or conference. Even casual conversations with competitors about certain topics could represent the sharing of confidential information and may lead to penalties for you and our Company. If a competitor attempts to discuss an inappropriate topic with you, stop the conversation immediately and report the incident to the Legal Department.

## Conducting Ethical Sales and Marketing

Cognizant is committed to dealing honestly, ethically, and fairly with all of our suppliers, customers, competitors, recruitment candidates, and fellow Associates. It is our policy to engage in sales, marketing, advertising, and other competitive practices that do not jeopardize the trust placed in us by our valued stakeholders. We never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

As part of this commitment, we must make sure that our communication of information about our services is truthful and accurate. Promotional materials and other statements we distribute regarding our Company's services must be true, and never misleading, deceptive, or fraudulent.

*Ethical sales and marketing*



*A potential client has responded to our bid by asking how we would address an emerging trend of particularly malicious malware in our proposed application. I am certain Cognizant has the best approach in the industry for protecting this type of application from the latest malware threats, and I want to focus my response on the deficiencies of our competitors.*

Keep in mind	<ul style="list-style-type: none"> <li>▶ We have an ethical and legal duty to avoid communicating disparagingly about competitors</li> <li>▶ We have no real way of knowing our competitors' exact capabilities</li> </ul>
Take appropriate action	<ul style="list-style-type: none"> <li>▶ Instead of focusing your response on competitors, describe your knowledge of Cognizant's leading approach</li> <li>▶ Emphasizing the way Cognizant does business together with our past and current successes is the right way to win business</li> </ul>

## Respecting International Trade

As a global company, Cognizant transfers goods, services and technologies across national borders. Our business transactions are subject to various trade controls and laws that regulate export and import, including:

- Government-imposed export controls, trade restrictions, trade embargoes, legal economic sanctions and boycotts; and
- Anti-boycott laws that prohibit companies from participating in or cooperating with an international boycott that is not approved or sanctioned by the U.S. government.

Export	<ul style="list-style-type: none"> <li>▶ A product, service, technology, or piece of information shipped from one location to a person in another country, or</li> <li>▶ Technology, technical information, or software provided to a non-U.S. citizen who receives these when located either in the U.S. or in a third country</li> </ul>
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Before we allow any export of controlled items to occur, we must first perform a restricted party screening of the parties and foreign countries involved in the transaction, based on the location of delivery, as well as that of the recipient and end user. We are also required to obtain all required licenses and permits, and pay all proper duties.

Imports	Goods we purchase from a foreign or external source and bring into another country
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Import activity is generally subject to various laws and regulations as well—specifically, such activity may require us to pay duties and taxes, as well as submit certain filings.

In addition to laws governing exports and imports, under U.S. law we must not cooperate with any request for an unsanctioned foreign boycott or any related restrictive trade practice. This means we must not take any action, furnish any information, or make any statement that could constitute participation in an illegal foreign boycott. Such activity is contrary to our Standards, Company policies, and Values, and there are severe penalties for violating these laws.

If you have any questions about export, import, or boycott rules, please direct them to the Legal Department.

## Driving Quality

Cognizant is committed to providing quality services with a strong customer focus—consistent with our Values. This means all of the services we offer must meet stringent requirements for the safety and satisfaction of our valued customers. To achieve this high performance and maintain our reputation for quality, we must all comply with quality control standards and follow contract specifications at all times. As Cognizant Associates, we must be familiar with the standards and specifications that apply to the projects we work on, and raise any potential issues immediately.

We uphold the same strict standards for quality when working under our client contracts. As Cognizant Associates, we are each responsible for knowing and complying with the exact requirements of a contract at all times. We must take steps to ensure that we never deviate from contract specifications without prior authorization. This means we cannot make unapproved substitutions in:

- How we deliver our services, and
- How we utilize our suppliers and the materials and resources we use to perform our jobs

We also cannot fail to perform essential tests or inspections.

It's equally important that we provide only accurate, complete, and honest information to our customers. We must properly record and categorize all costs to the appropriate account, and must carefully review all documentation to ensure its accuracy before it's submitted.

If you have any questions about the information in this section, please consult with the Legal Department or the appropriate Business Unit Head.

*Product quality*

*About a month ago I started working with a new team on a new project, developing an important application for a highly valued client. As the work has progressed though, I've noticed that one of the client's requests for certain application functionality will probably lead to some data security vulnerabilities in the final design. Because this client is very picky about their specifications, I'm not sure what to do, since I don't want to upset them.*

Keep in mind	<ul style="list-style-type: none"><li>▶ You're correct that client satisfaction is a top Cognizant priority</li><li>▶ As a trusted advisor, we strive to share our knowledge and expertise with our clients</li><li>▶ We have a responsibility to deliver the highest quality products and services to our clients</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ If you are concerned about disturbing the client, share your concerns with your project leader or your manager</li><li>▶ Do not keep your concern to yourself—even if the client isn't concerned at first, we should fully share our expertise with our clients</li></ul>

## Our Responsibilities are Clear

*As Cognizant Associates, we seek ways to lead in the following areas.*





## Practicing Good Corporate Citizenship

Cognizant believes in being a responsible corporate citizen that places high value on respect for individuals and sustainability. As such, we uphold human rights in all of our global operations, in line with the United Nations Global Compact and the principles set out by the International Labor Organisation. All Cognizant Associates around the world are entitled to fair wages and hours, consistent with local laws, and are entitled to work in an environment free from discrimination. Our Company does not make use of child (i.e., a person under the minimum age provisions of applicable laws and regulations) or forced labor (i.e., prison labor, indentured labor, bonded labor, military labor, slave labor or any form of human trafficking), and won't work with third parties who do so.

Cognizant is equally committed to preserving the environment. We utilize sustainable practices throughout our business to reduce our carbon footprint and ensure our impact on the world is a positive one. We succeed in this area by complying with all applicable environmental laws, regulations and standards. In addition to meeting these requirements, we look to exceed them whenever possible. We are all encouraged to submit any suggestions and ideas regarding ways to bring our practices closer to these goals to our Chief Legal and Corporate Affairs Officer.

We are also active contributors to charitable organizations and events, including our Outreach program and the Cognizant Foundation. However, we should never make a charitable contribution if doing so may violate a law or regulation, or if such charitable contribution may benefit, or give the appearance of benefiting, government officials and are intended, or perceived to be intended, to obtain or retain business or gain an unfair advantage. For more information about these and other initiatives, please see the information contained in the Corporate Social Responsibility section of our website located at <http://www.cognizant.com/company-overview/sustainability>

## Participating in Political and Lobbying Activities

Cognizant advocates before government officials and agencies in support of the Company's public policy objectives consistent with relevant law and (in the United States) the principles of the First Amendment to the Constitution. Cognizant pursues its policy goals through lobbying and other advocacy efforts, as well as through political activities, including the sponsorship of a federal political action committee ("PAC") in the U.S.

In addition, Cognizant encourages our participation in the political process when it is clear that it's conducted on an individual basis—not on behalf of our Company. As Cognizant Associates, we must conduct personal political activities on our own time and using our own resources. This means we must not make use of Company time, resources, funds, or facilities to engage in outside political activities, and we may not use the Company's name in any way to ensure that there can be no interpretation of sponsorship or endorsement by the Company.

In certain jurisdictions, it may be permissible for Cognizant to host political activities at Company facilities or otherwise use corporate resources in a limited way under the law. However, any use of facilities or resources for political activity must be approved in advance by the Legal Department.

Further, we may not:

- Seek or hold a political office without advising our supervisor in advance so that any potential conflicts of interest and other applicable laws can be reviewed and followed (and supervisors are required to review any such requests with our Legal Department)
- Request reimbursement for any political contribution or expenditure
- Make any direct or indirect contribution to a political candidate, political committee, or political party on behalf of our Company or the PAC, unless the contribution is legal and approved in advance by the Chief Legal and Corporate Affairs Officer (for corporate contributions) or in accordance with the PAC Articles of Association (for PAC contributions). This includes the sponsorship, donation or contribution to an event in support of a candidate, political party or government entity or official, even if in doing so we are marketing the Company and our service, or a political or charitable contribution to a government official, entity or agency connected to a government or government official.
- Force, direct, or coerce another Associate into making a political contribution
- Make Company contributions to trade associations or their political action committees where such contributions will be directly or indirectly used for political purposes, unless approved in advance by the Legal Department

Note that there may be instances when our personal political contributions are subject to review by Cognizant to ensure that they do not inadvertently jeopardize government business for the Company. In such cases, we will follow guidance from the Legal Department.

We also must not lobby the government or other organizations on behalf of Cognizant unless it is explicitly part of our job to do so or with the advance approval of the Legal Department. Lobbying is strictly regulated under the laws of most jurisdictions and is often defined broadly to include communications about and efforts to influence not just legislation, but also executive action, administrative matters, the execution of government programs, regulatory proceedings, and government contracts and procurement. When we engage in lobbying in a jurisdiction, we will maintain the highest standards of professional integrity and conduct, will abide by relevant rules applicable to lobbyists and lobbying registrants, and will maintain an auditable record of lobbying activities as needed by Cognizant to ensure compliance. Any exception to this section should be approved by the Legal Department or Chief Compliance Officer.

*Community activities / company resources*

*A friend of mine asked me to help her build a website for a local charitable cause she wants to help out.*

Keep in mind	<ul style="list-style-type: none"><li>▶ As Cognizant Associates we are free to participate in any community activity we see fit</li><li>▶ We must keep our personal activities separate from our work activities</li><li>▶ We may not use Company resources—including funds, technology, materials, or time—to work on personal matters</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ If you want to help your friend with her request, feel free to do so on your own time</li><li>▶ Do not work on the website while working under Cognizant time or using Cognizant resources</li><li>▶ Be sure to keep any work-related information or proprietary tools or methods strictly confidential and separate from your personal work</li><li>▶ Consult the Legal Department if you are engaging in outside employment or volunteerism to create IP that may need to be assigned</li></ul>



## Adhering to Safety Standards

Cognizant is committed to providing a safe, healthy workplace where all of us can thrive. In pursuit of this critical goal, we comply with all Company health and safety policies related to our jobs, as well as health and safety laws or regulations in the countries where we do business. We are expected to promptly report any potential health and safety issues to a manager. Doing so helps us maintain our own safety, as well as the safety of our fellow Cognizant Associates.

As part of our commitment to maintaining a safe working environment, we never react with threats or violence. This includes implicit or explicit verbal threats, intimidation, bullying or any physical act of violence. We resolve our conflicts professionally—to do otherwise would create unnecessary risk, which wouldn't be tolerated. If you witness or are the victim of an act of violence, intimidation, or other threatening behavior, report the matter immediately to a manager. If you or others are in danger, contact the local authorities first.

Just as we must not introduce violence into our workplace, we may not work under the influence of drugs or alcohol. The use, sale, purchase, or possession of illegal drugs, as well as the abuse, sale, or purchase of alcohol or doctor-prescribed drugs while on Company property or while conducting Company business is strictly prohibited. Such behavior puts all Cognizant Associates and our clients at risk. We should also talk to a manager or a talent manager if we notice another associate's performance on the job is impaired due to the use of alcohol, illegal substances, or drugs, or that another associate is using illegal substances on Company or client property.

## We Take Principled Actions

*Our commitment to ethically doing business means keeping the following important guidelines in mind.*







## Harassment and Discrimination

Cognizant is committed to providing an inclusive work environment where respect is practiced, diversity is valued, and all Associates and clients enjoy freedom from discrimination, intimidation, and harassment. To foster this type of environment we must treat others with fairness and respect, and value each other's individual contributions. We never discriminate against a person's legally protected trait when we make employment decisions. We also comply with all applicable equal employment opportunity laws, including those related to discrimination and harassment.

Examples of Employment Decisions	Recruiting, hiring, training, promotion, termination, or providing other terms and conditions of employment
Examples of Legally Protected Traits (which can vary by location)	Race, color, religion, gender, age, national origin, sexual orientation, marital status, disability status, veteran status

We must never tolerate discriminatory conduct, abuse of authority, or harassment of any kind, including that of a sexual nature. We must also refrain from making jokes, slurs, or other remarks about a person's legally protected trait, as applicable in specific country, or those of a sexual nature. At no time should we allow, encourage or create an offensive or hostile environment, whether in a location where we conduct our business (such as a Cognizant office or a client site) or at other locations where we congregate for a work-related activity or event (such as a restaurant, hotel or conference center).

Similarly, we may not retaliate against a person who makes a report of discrimination or harassment in good faith, or who participates in an investigation. If we as Cognizant Associates have witnessed or experienced discrimination, intimidation, harassment, or retaliation, we should promptly report the behavior to our manager, a talent manager, the Chief Compliance Officer, or the Chief Legal and Corporate Affairs Officer.

### *Employment discrimination*

*I'm concerned that a manager in my business unit often makes hiring decisions based on the personal characteristics of applicants, rather than solely on their qualifications. But I don't want to get in trouble if it turns out not to be true.*

Keep in mind	<ul style="list-style-type: none"><li>▶ Cognizant constantly seeks to value and enhance the diversity of our Associates</li><li>▶ Our Company never condones illegal or unethical discrimination</li><li>▶ Anyone who makes a report of suspected wrongdoing in good faith is protected from retaliation</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ If you believe that your concern might be true, make a report about it using any resource listed in these Standards</li><li>▶ Contact the resource with whom you feel most comfortable</li><li>▶ If you think you've experience retaliation after making the report, report that incident so Cognizant can take appropriate action</li></ul>

## Using Cognizant's Technology the Right Way

Our computer networks, computers, other devices, and software are Company-provided technologies—and also important assets. If left unsecured, these items can pose a substantial risk to our confidential information. As Associates, we must protect Cognizant information systems from unauthorized access. Further, we must ensure that all use of Cognizant and client equipment and information systems conforms with Cognizant's Acceptable Use Policy, which can be found at

[https://ecm.cognizant.com/cs/groups/confidential\\_cts\\_internal/@cgrm\\_g/documents/cgrm\\_docs/bl82/mzc0/~edisp/ctsecmin\\_6374001.pdf](https://ecm.cognizant.com/cs/groups/confidential_cts_internal/@cgrm_g/documents/cgrm_docs/bl82/mzc0/~edisp/ctsecmin_6374001.pdf)

When sending communications through Cognizant networks or using Cognizant resources, we must maintain a professional tone and discuss only appropriate subjects, consistent with Cognizant's goal of maintaining a respectful workplace. When expressing a personal viewpoint while using Cognizant or client information systems, make it clear that the views expressed are yours, not Cognizant's.

Additionally, while Cognizant encourages us to participate in social media, we should always use proper judgment when conversing or posting content. Remember that because the Internet is a public and permanent place, we must all take care to safeguard our Company's hard-earned assets and reputation. For more information, please see our Social Media Policy, which can be found at

[https://ecm.cognizant.com/cs/groups/confidential\\_cts\\_internal/@cgrm\\_g/documents/cgrm\\_docs/bl82/mdcy/~edisp/ctsecmin\\_6072555.pdf](https://ecm.cognizant.com/cs/groups/confidential_cts_internal/@cgrm_g/documents/cgrm_docs/bl82/mdcy/~edisp/ctsecmin_6072555.pdf)

Cognizant assets like information systems and the messages communicated with them are the sole property of Cognizant, and the Company reserves the right to monitor, audit, and inspect our use of these resources. Our Company may also block emails containing security-sensitive content. If you know or suspect unacceptable use of Cognizant or client assets, disclose the issue to your manager or the Company's Chief Security Officer.

### Privacy

*Lately I've been getting the impression that some of my coworkers—who do the same work as me—might be getting paid significantly more than me. I think I can probably figure out how to access HR records without being noticed, and I want to expose this unfairness.*

Keep in mind	<ul style="list-style-type: none"><li>▶ Each of us trusts both Cognizant and our fellow Associates to show the utmost respect to our own personal data</li><li>▶ Compromising Cognizant's systems—or those of any company—is never acceptable</li><li>▶ Our Standards provide us with many resources for reporting concerns or grievances</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ Do not attempt to access HR records</li><li>▶ Speak to your manager, talent manager, an HR representative, or the Compliance Helpline about your concern</li></ul>

## Safekeeping of Company Assets

Effective use of Cognizant and client resources is critical to our success and performance as a Company. When we use these resources efficiently and appropriately, we create value for ourselves and our customers. As Cognizant Associates, we must protect Company and client assets from misuse, abuse, and theft. Such assets include monetary and physical property like equipment, supplies, facilities, and funds. They also include intangible assets, like confidential information and intellectual property (IP), and information systems we use to conduct Cognizant business. While we may make incidental personal use of Cognizant assets, they should be used primarily for Cognizant business.

Confidential Information	<p>Client or Cognizant information not generally known to the public that provides clients or our Company with a business advantage, including but not limited to:</p> <ul style="list-style-type: none"><li>▶ Strategic and business plans</li><li>▶ Financial, sales, or pricing information</li><li>▶ Customer lists and data</li><li>▶ Vendor terms with suppliers</li><li>▶ Promotional plans</li></ul>
Intellectual Property (IP)	<p>Our tools, methodologies, creative ideas, expressions, and their associated commercial value, including:</p> <ul style="list-style-type: none"><li>▶ System code or designs</li><li>▶ Proprietary computer systems</li><li>▶ Copyrights and trademarks</li></ul>

Our stockholders and clients rely on us to protect this important information from unlawful or inadvertent disclosure. Safeguarding it is critical to our ability to obtain and retain customers. Therefore, we must always take appropriate precautions to ensure that sensitive business information is only communicated confidentially, and only to those Associates with a business need to know. Never provide confidential information to a third party without the appropriate approvals and non-disclosure agreements in place.

Miguel has just been approached by Teresa, a member of another Cognizant team, to access data only Miguel's team was authorized to use. The data was given to Miguel's team for the purpose of developing an application to store and secure information for a client. Teresa asks Miguel if she can borrow that data for an unrelated project that she and her team are working on. Teresa says the data would help her team complete their prototype quickly, and promises to keep it confidential. What should Miguel do?

Keep in mind	<ul style="list-style-type: none"><li>▶ All those whose data we handle trust us to protect and use it appropriately</li><li>▶ Keeping confidential information secure and private within Cognizant is just as important as preventing its public release</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ Miguel should decline to provide the data because it was only authorized to his team</li><li>▶ If Teresa continues to request the information, Miguel should contact the Chief Compliance Officer or Legal Department for assistance handling the matter</li></ul>

Our obligation to protect information also extends to our IP because it has commercial value and is crucial to our effective competition in the marketplace. Any IP we generate in our Cognizant work belongs to our Company or our clients, including business-related written works, technological advances, or unique solutions to business problems. Whenever we create IP, we must ensure it is disclosed to the Company and protected in accordance all applicable policies and contractual obligations. We should also seek guidance from the Legal Department if we suspect IP of the Company or a client has been infringed or otherwise misused, or if we have any questions on the use or appropriate protection of IP.

We are also expected to abide by any legal obligations we may have to our former employers. These obligations may include restrictions on the use and disclosure of confidential information, soliciting former colleagues to work at our Company, and non-compete obligations. If we know of a situation in which any of our confidential information has been compromised, we should notify the Chief Compliance Officer or Chief Legal and Corporate Affairs Officer immediately.

*I always like to talk with my friends about the latest technology coming on the market. This week at work, I've learned about some really exciting projects in the early stages of development at Cognizant.*

Keep in mind	<ul style="list-style-type: none"><li>▶ Our roles as Cognizant Associates sometimes allow us to learn about new products or services before the general public</li><li>▶ These types of advances give our Company a competitive advantage, and it is up to us to carefully protect this information</li><li>▶ Releasing confidential or proprietary information—belonging to Cognizant or our clients—could seriously harm the companies and individuals involved</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ Do not disclose the new information you've learned to your friends</li><li>▶ Only speak about the developmental projects with other Associates that have a need to know the information</li><li>▶ Remember to only discuss information with your friends that is already publicly available</li></ul>



## Respecting Others' Data and IP

Our customers and fellow Cognizant Associates entrust us with certain private information. This includes account and purchasing information, addresses, telephone numbers, Social Security numbers, and information regarding medical and other benefits. We have a responsibility to safeguard this information from unauthorized use or disclosure. We must follow all Company, country-specific, local, and client policies related to data privacy. In observing these policies, we only provide customer and Associate information to those inside Cognizant who have a clear business need for the information.

To this end, we never give customer information to outside companies or other persons, except:

- As directed by clients
- To conduct our business properly
- To stay in compliance with applicable privacy laws
- To protect against fraud or suspected illegal activity
- To provide customer services

Similarly, we do not provide Associate information to anyone outside our Company without first consulting our talent managers in our Human Resources Department or Legal Department, and we comply with all related legal requirements. We never misuse client or other third-party confidential information or IP, nor do we discuss, disclose, copy, or use any copyrighted, licensed, or confidential client or third-party information.

We must immediately contact our manager, talent manager, the Chief Legal and Corporate Affairs Officer, or the Chief Compliance Officer if we believe such data has been compromised.

### *Data security*

*I've just left the office, and I realized that I might have forgotten to properly lock and shut down my computer. I was working late, so I'm thinking about just going home since almost everyone has already left.*

Keep in mind	<ul style="list-style-type: none"><li>▶ The security of our systems and devices must always take top priority</li><li>▶ Our systems contain not only Cognizant information, but also client information—both are highly sensitive and must be protected, always</li><li>▶ Our clients and fellow Associates rely on us to always act ethically</li></ul>
Take appropriate action	<ul style="list-style-type: none"><li>▶ Return to the office and ensure that your system is properly secured</li></ul>



## Communicating About Cognizant

As a publicly traded company, Cognizant has a responsibility to disclose information to the public that is completely accurate. Because Cognizant is committed to delivering proper and reliable information to the public, we must not speak on behalf of our Company, our competitors, or our industry with any member of the media or investment community (including all “market professionals”) unless we are designated to do so.

Market Professionals	Include securities analysts, institutional investors, investment advisors, brokers, dealers, and security holders
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We must ensure that all public disclosures are accurate, timely, and representative of the facts.

Public Disclosures	Include forecasts, press releases, speeches, and other communications
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If you are approached by any media person, analyst, or investor please direct those queries to the Communications Group. Do not attempt to provide any information yourself. Please ask the person approaching you to send an email to: [GlobalPR@cognizant.com](mailto:GlobalPR@cognizant.com), and the Communications Group will respond appropriately.

Any time you are unsure about responding to an outside inquiry, please contact Cognizant’s SVP of Marketing ([chiefmarketingofficer@cognizant.com](mailto:chiefmarketingofficer@cognizant.com)) or the Chief Financial Officer ([chieffinancialofficer@cognizant.com](mailto:chieffinancialofficer@cognizant.com))

Another area in which we must demonstrate our integrity and trustworthiness occurs in those times when our Company may undergo a third-party audit or government investigation. These events could include engaging with an independent auditor undertaking an audit, review, or examination of the Company’s financial statements, or participating in the preparation or filing of any document or report with a government agency such as the SEC.

When interacting with these individuals and entities, we must not knowingly make or cause others to make a false or misleading statement. Similarly, we may not mislead an auditor by omitting any fact that is needed for him or her to develop an accurate picture of our Company’s financial position. Finally, never directly or indirectly take any action to coerce, manipulate, mislead, or fraudulently influence anyone engaged in the performance of an audit or review of Cognizant’s financial statements.



## Waivers of These Standards

While the policies contained in these Standards must be strictly adhered to, there may be special circumstances where an exception could be appropriate. If you believe an exception to any of these policies is appropriate, you should first contact your immediate manager. If your manager agrees that an exception is appropriate, obtain approval from the Chief Compliance Officer. Our Chief Legal and Corporate Affairs Officer is responsible for maintaining a record of all requests for exceptions to any of these policies and the disposition of such requests, and will report such requests and such dispositions to the Company's Audit Committee.

Any Executive Officer or Board Member who seeks an exception to any of these policies should contact the Company's Chief Legal and Corporate Affairs Officer. Any waiver of these Standards for Executive Officers or Board Members or any change to these Standards that applies to them may be made only by the Board of Directors of the Company, and will be disclosed as required by law or stock market regulation.





## Certification

### Certification of Commitment to Cognizant's Core Values and Standards of Business Conduct

I hereby acknowledge receipt of Cognizant's Core Values and Standards of Business Conduct (the Standards). I have read the Standards and understand and acknowledge that I may be subject to disciplinary action or other action consistent with local laws in the event of my violation of these Standards, up to and including termination or legal action, by Cognizant Technology Solutions Corporation or the appropriate employing subsidiary.

I, \_\_\_\_\_ do hereby certify that:

(Print Name)

1. I have received, carefully read, and understood Cognizant's Core Values and Standards of Business Conduct (the Standards).
2. I have complied, and will continue to comply, with the terms of these Standards, and will ensure that all Cognizant Associates reporting to me (directly or indirectly) are familiar with the terms of these Standards.
3. Except as set forth below,
  - (i) I am not aware of any conflict of interest or potential conflict of interest (as described in these Standards); and
  - (ii) No members of my immediate family are Associates of Cognizant (associates, officers or members of the Board of Directors of Cognizant, or contractors, subcontractors, suppliers, or others who assist Cognizant in servicing our clients or otherwise conducting our business). If you do have immediate family members who are Associates of Cognizant you must disclose such relationships in the Exceptions box below.

Exceptions:

--

I hereby also declared to the best of my knowledge and understanding the names of my family members and relatives, currently working with Cognizant, as below:

Date of Joining	Employee ID	Name	Business Unit	Designation

Name: \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_ Title: \_\_\_\_\_

## Appendix A

### Current Gift and Entertainment Limits

Gifts	No Pre-Approval Required	Manager Pre-Approval Required	Notification CFO or CCO Required in Advance
U.S. and Canada	Up to U.S. \$100	Between U.S. \$100 & \$250	Greater than U.S. \$250
UK	Up to £75	Between £75 & £150	Greater than £150
Europe	Up to €100	Between €100 & €250	Greater than €250
India/China	Up to \$50	Between \$50 & \$125	Greater than \$125
ASEAN (Singapore, Malaysia, Hong Kong)	Up to 125 SGD	Between 125 & 310 SGD	Greater than 310 SGD
Latin America including Mexico	Up to \$50	Between \$50 & \$125	Greater than \$125
Middle East (UAE, KSA, Qatar)	Up to 200 AED	Between 200 & 500 AED	Greater than 500 AED
Entertainment	No Pre-Approval Required	Manager Pre-Approval Required	Notification CFO or CCO Required in Advance
U.S. and Canada	Up to U.S. \$250 per person	Between U.S. \$250 & \$1,000 per person	Greater than U.S. \$1,000
UK	Up to £150	Between £150 & £600	Greater than £600
Europe	Up to €250	Between €250 & €1,000	Greater than €1,000
ASEAN (Singapore, Malaysia, Hong Kong)	up to 310 SGD	Between 310 & 1,250 SGD	Greater than 1,250 SGD
India/China	Up to \$125	Between \$50 & \$125	Greater than \$125
Latin America including Mexico	Up to \$125	Between \$125 & \$500	Greater than \$500
Middle East (UAE, KSA, Qatar)	Up to 400 AED	Between 400 & 1500 AED	Greater than 1500 AED

These limits may be updated by Cognizant management from time to time. All Associates are to refer to the most up to date limits contained in the electronic version of these Standards located at [https://ecm.cognizant.com/cs/groups/confidential\\_cts\\_internal/@cgrm\\_g/documents/cgrm\\_docs/bl82/mdcy/~edisp/ctsec\\_min\\_6072549.pdf](https://ecm.cognizant.com/cs/groups/confidential_cts_internal/@cgrm_g/documents/cgrm_docs/bl82/mdcy/~edisp/ctsec_min_6072549.pdf)



## **EXHIBIT 6**



# CORE VALUES & CODE OF ETHICS



Cognizant

# TABLE OF CONTENTS

<b>Letter From the CEO</b>	<b>3</b>	<b>Never Engage in Insider Dealing</b>	<b>12</b>	<b>Adhering to Safety Standards</b>	<b>18</b>
<b>The Right Way at Cognizant</b>	<b>4</b>	<b>Creating and Maintaining Accurate and Complete Records</b>	<b>12</b>	<b>Participating in Political and Lobbying Activities</b>	<b>18</b>
<b>Cognizant's Core Values</b>	<b>5</b>	Records Management	13	<b>We Take Principled Actions</b>	<b>20</b>
<b>Who Must Follow The Code?</b>	<b>6</b>	Accurate Billing and Representations to Customers and Others	13	<b>Respecting Others' Privacy and Securing Their Data</b>	<b>21</b>
<b>What Do I Need to Do?</b>	<b>7</b>	Prohibition Against Money Laundering	13	<b>Using Technology the Right Way</b>	<b>21</b>
<b>Getting Help or Reporting a Possible Violation</b>	<b>8</b>	<b>We Do Business the Right Way</b>	<b>15</b>	<b>Safekeeping of Company Assets</b>	<b>21</b>
<b>The Cognizant Compliance Helpline</b>	<b>8</b>	<b>Competing Fairly and Honestly and Complying with Competition Laws</b>	<b>16</b>	<b>Communicating About Cognizant</b>	<b>22</b>
<b>Accessing the Compliance Helpline</b>	<b>8</b>	<b>Conducting Ethical Sales and Marketing</b>	<b>16</b>	<b>Discrimination and Harassment</b>	<b>22</b>
<b>Prohibiting Retaliation for Reporting</b>	<b>8</b>	<b>Respecting International Trade</b>	<b>16</b>	<b>Government Investigations</b>	<b>23</b>
<b>Our Ethics Earn Trust</b>	<b>9</b>	<b>Driving Quality</b>	<b>16</b>	<b>Waivers of This Code</b>	<b>24</b>
<b>Preventing Corrupt Activities</b>	<b>10</b>	<b>Our Responsibilities are Clear</b>	<b>17</b>	<b>Appendix</b>	<b>25-29</b>
<b>Avoiding Conflicts of Interest</b>	<b>10</b>	<b>Practicing Good Corporate Citizenship</b>	<b>18</b>	<b>Scenario 1: Interacting with Government Officials</b>	<b>25</b>
Outside Employment	10			<b>Scenario 2: Corporate Opportunities</b>	<b>26</b>
Financial Investments and Arrangements	10			<b>Scenario 3: Speaking Up</b>	<b>27</b>
Our Significant Customers	11			<b>Scenario 4: Safekeeping of Company Assets</b>	<b>28</b>
Close Personal Relationships	11			<b>Scenario 5: Hostile Work Environment</b>	<b>29</b>
Corporate Opportunities	11				
Gifts and Entertainment	11				

# LETTER FROM THE CEO

Dear Associates,

Cognizant has maintained a positive work environment that is fair, productive, and rewarding. We built our reputation by respecting each other and behaving with integrity in all of our interactions. Our work is imbued with a shared culture and values, an unwavering belief in doing the right thing and a commitment to doing the best work for our clients no matter where we are in the world.

At Cognizant we do not cut corners, bend the rules, or look for shortcuts – and we have a zero-tolerance policy toward those who do. This document summarizes our comprehensive ethics program and underscores our commitment to integrity and moral responsibility. I encourage all associates to freely report any suspected concern with the confidence that our company protects us from retaliation for doing so in good faith. Indeed, reporting suspected misconduct is required.

Business integrity is woven into the cultural fabric of Cognizant. Every time we interact with clients, partners, competitors, and each other, we carry a piece of Cognizant's reputation with us. Every day, we work to fortify the strong tradition of ethics, integrity, and transparency that has been pervasive in our organization since our founding.

This Code of Ethics, combined with our Core Values, reflects the best and highest standards of business conduct. It's up to all of us to maintain those high standards in all that we do to ensure a culture dedicated to integrity and ethics.

Best regards,



**Francisco D'Souza**  
Chief Executive Officer





# THE RIGHT WAY AT COGNIZANT

In the competitive service environment in which we operate, we must maintain the highest standards of integrity. Our reputation and our success depend on it. Whether we're working in a development center, on-site with our customers, in our corporate office, or in our everyday lives, we must be role models of integrity. Our Core Values ("Values") define the behaviors that will make us successful in the marketplace.

---

**When conducting business on Cognizant's behalf, always ask yourself whether the actions you take are consistent with our core values and standards in this Code of Ethics ("Code").**

---



## COGNIZANT'S CORE VALUES

1. Transparency

2. Passion

3. Empowerment

4. Collaboration

5. Customer Focus

6. Integrity



# WHO MUST FOLLOW THE CODE?

Our Code applies to all Cognizant directors, officers, and employees worldwide as well as all Cognizant business units and subsidiaries, joint ventures over which Cognizant has operational control, business partners, and third-party representatives worldwide (collectively "Associates").

Associates must be committed to upholding the Company's core value of Integrity, including complying with the laws of all of the countries in which Cognizant operates. It is not only the right thing to do, but also an integral part of our commitment to excellence and our dedication to being a superior corporate citizen.

---

**EVERYONE IS RESPONSIBLE FOR MAINTAINING  
A CULTURE OF INTEGRITY AT COGNIZANT.**

---

# WHAT DO I NEED TO DO?

## AS A COGNIZANT ASSOCIATE, YOU MUST:

- Be familiar with, understand, and uphold the Code and be aware of policies that are relevant to your job responsibilities.
- Report any suspected violations of this Code, Company policies, or law.
- Timely complete Cognizant's required compliance training courses.
- Execute an annual certification acknowledging your commitment to the principles in this Code.

## AS A COGNIZANT MANAGER, YOU MUST:

- Promote a culture of compliance in which Associates understand their responsibilities and feel comfortable asking questions or reporting suspected violations without fear of retaliation.
- Foster a spirit of ethics, integrity, and lawfulness by personally leading compliance efforts.
- Never retaliate or tolerate retaliation against any individual for making a good-faith report.
- Ensure that Associates understand that business results are never more important than ethical conduct and compliance with this Code.
- Immediately inform our Chief Compliance Officer if you receive a report of suspected violation of this Code, Company policies, or law.

*Any Manager who directs or approves of any conduct in violation of this Code, Company policies, or law, or who has knowledge of such conduct and does not immediately report it, will be subject to disciplinary action.*



# GETTING HELP OR REPORTING A POSSIBLE VIOLATION

Cognizant Associates have a responsibility to report suspected violations of this Code (located on our public website at [www.cognizant.com/codeofethics.pdf](http://www.cognizant.com/codeofethics.pdf)). Cognizant is committed to ensuring that an individual does not face retaliation for reporting such concerns. Here is how to report suspected violations or get help on these issues:

To report a real or suspected violation of this Code, the following individuals and resources are available:

- Any member of the Cognizant Legal Department
- Our Chief Compliance Officer

**By Email:** [chiefcomplianceofficer@cognizant.com](mailto:chiefcomplianceofficer@cognizant.com)

**By Fax:** 201-801-0243

**By Mail:** Cognizant Technology Solutions

Attn: Chief Compliance Officer

Glenpointe Centre West

500 Frank W. Burr Boulevard

Teaneck, New Jersey 07666

- Our Chief Legal Officer/General Counsel
- Our Cognizant Compliance Helpline

## THE COGNIZANT COMPLIANCE HELPLINE

The Cognizant Compliance Helpline is serviced by a third-party provider that is available by phone or online 24 hours a day, 7 days a week. Reports of suspected violations or concerns may be made anonymously, where local laws allow. However, you are encouraged to identify yourself when making a report, so that additional information can be obtained if needed. Whenever possible and permitted by law, your identity will be kept strictly confidential. The Compliance Helpline also features a Question Manager, where an Associate may seek advice.

## PROHIBITING RETALIATION FOR REPORTING

It takes courage to raise concerns about actions that may violate or be inconsistent with our Code or the law, and Cognizant is committed to ensuring that an individual does not face retaliation for reporting such concerns. Prohibited acts of retaliation include discharge, demotion, suspension, harassment, threats, or any other action that discriminates against an individual who submits a report of suspected non-compliance. Those engaging in acts of retaliation are subject to disciplinary action, up to and including termination, as permitted by local laws. If you know or suspect that you or someone you know has been retaliated against, you should contact our Chief Compliance Officer or the Compliance Helpline immediately.

**For more information about our prohibition on retaliation for reporting, please see our [Whistleblower and Non-Retaliation Statement](#).**

## ACCESSING THE COMPLIANCE HELPLINE

- To access the Compliance Helpline via the internet, please go to [www.cognizant.com/compliance-helpline](http://www.cognizant.com/compliance-helpline) and follow the instructions for submitting a report.
- To make a report by telephone, please dial the number specific to your country and follow the prompts
  - **U.S. and Canada:** 1-866-824-4897
  - **India:** AT&T Direct Access Code 000-117 followed by 866-824-4897
  - **UK:** AT&T Direct Access Code 0-800-89-0011 (or 0-500-89-0011) followed by 866-824-4897
  - **All other locations:** Use the appropriate access code for your country, followed by 866-824-4897
  - Additional AT&T Direct Access Codes are available at <https://www.att.com/esupport/traveler.jsp?tab=3>.

# OUR ETHICS EARN TRUST

At Cognizant, we continually strive to be a trusted advisor. In pursuing this goal, we must consistently incorporate ethical standards into our day-to-day business activities.

## **Preventing Corrupt Activities**

10

## **Avoiding Conflicts of Interest**

10

Outside Employment

10

Financial Investments and Arrangements

10

Our Significant Customers

11

Close Personal Relationships

11

Corporate Opportunities

11

Gifts and Entertainment

11

## **Never Engage in Insider Dealing**

12

## **Creating and Maintaining Accurate and Complete Records**

12

Records Management

13

Accurate Billing and Representations to Customers and Others

13

Prohibition Against Money Laundering

13

## PREVENTING CORRUPT ACTIVITIES

**No Bribery.** Bribing a government official is illegal no matter where it occurs. Specifically, we do not corruptly give or offer, directly or indirectly, anything of value, including cash, gifts, favors, charitable and political contributions, or hospitality/entertainment, to a government official to obtain or maintain business or any other advantage for the Company. The same is true for private individuals doing business with Cognizant.

**Maintain Accurate Books and Records.** Anti-corruption laws require that we maintain accurate books and records. Never misconstrue or mislabel a transaction in our books and records. All transactions must be accurately and timely recorded on the Company's books and records.

**Third Parties.** Retaining a third party to make an improper payment or take an action that is inconsistent with this Code or Cognizant's Anti-Corruption Statement is strictly prohibited.

**For more information on the Company's expectations in regards to combatting bribery please see our [Anti-Corruption Statement](#).**

## AVOIDING CONFLICTS OF INTEREST

We have a responsibility to conduct business only in Cognizant's best interests — not based on our personal relationships or any personal or financial stake we may have in the outcome of a decision. Putting our personal interests before Cognizant's creates a conflict of interest and is not allowed.

### **Avoiding Conflicts of Interest — Outside Employment**

Accepting outside employment, such as serving as a consultant, employee, officer, Board of Directors member, or advisor, can easily interfere with our work for Cognizant, especially if the position is with a customer, supplier, or competitor. Because it is not always easy to determine whether outside employment could be in conflict with our work for Cognizant, before accepting any offer of outside employment, full time employees

must receive pre-approval of such outside employment from our Chief Compliance Officer.

Cognizant encourages its Associates to be active participants in our community. However, other outside work we perform — including volunteer work or otherwise donating our time and skills to a charity project — may also interfere with the interests of our Company.

**If you have any questions about outside employment, please direct them to our Chief Compliance Officer or your local compliance resource.**

### **Avoiding Conflicts of Interest — Financial Investments and Arrangements**

Another important type of conflict of interest involves our personal finances. To maintain our high standards of integrity, we must not hold a substantial financial interest in a customer, supplier, or competitor of our Company. If we hold or one of our family members (or other close personal relations) holds a significant financial interest in any customer, supplier, or competitor of Cognizant, we must disclose the situation immediately to our Chief Compliance Officer.

**Substantial financial interest means holding greater than 1% of the outstanding shares of a publicly-held company, or greater than 5% of those of a privately-held company.**

Associates must also be mindful of certain types of personal borrowing. We must not borrow money from subordinates as this may give rise to a perception of a conflict with respect to reviews, assignments, promotions, and compensation decisions.





### **Avoiding Conflicts of Interest — Our Significant Customers**

At Cognizant, we often maintain long-term relationships with our valued clients. Due to the lasting nature of these relationships, conflicts of interest can arise if we develop close personal, non-professional relationships with employees of our clients.

### **Avoiding Conflicts of Interest — Close Personal Relationships**

At times we may find ourselves working with family members or others with whom we have close ties. While this does not always create a conflict situation, it can in many cases lead to favoritism, or its appearance. For this reason, Cognizant Associates may not:

- hire, supervise, report to, review, or influence the job evaluation or compensation of another Associate with whom they have a close personal relationship;
- participate in or make a procurement decision that could benefit themselves, a relative, or friend; or



- engage in an intimate or romantic relationship with a direct or indirect report or supervisor.

### **Avoiding Conflicts of Interest — Corporate Opportunities**

To remain objective and ethical, we must never pursue opportunities that compete with Cognizant. Specifically, we must refrain from activities, investments, or associations that compete with Cognizant or exploit our position with Cognizant for personal gain. Should we discover a potential business opportunity through our Cognizant work, we must first inform the Company about it, rather than personally pursuing the opportunity. This same principle extends to helping anyone else, including family members and friends, take personal advantage of an opportunity to compete with Cognizant.

### **Avoiding Conflicts of Interest — Gifts and Entertainment**

Giving or receiving gifts or entertainment that influence, are intended to influence, or appear to influence business decisions is prohibited. The



Company's Gifts and Entertainment Statement provides guidance on acceptable gifts and entertainment and also sets forth specific approval requirements for certain gifts and entertainment.

**For more information on the Company's expectations in regards to giving or receiving Gifts and Entertainment please see our [Gifts and Entertainment Statement](#).**

## **NEVER ENGAGE IN INSIDER DEALING**

Through our work at Cognizant, some of us may learn about material, nonpublic (or "inside") information, potentially relating to our Company as well as other companies with which we work. Trading securities, whether Cognizant's or a company with which we do business, based on inside information is illegal and is strictly prohibited. Also, we may not give any such inside information — or "tip" — to others who might make trades based on it.

**You must strictly comply with the Statement of Company Policy on Insider Trading and Disclosure, which can be found [here](#).**

## **CREATING AND MAINTAINING ACCURATE AND COMPLETE RECORDS**

We are all responsible for upholding all internal controls and for the accuracy of the Company's books and records, including timesheets, travel and expense reports, and financial statements we create and maintain.

### **WE MUST ENSURE:**

- All Company books, records, accounts, and financial statements:
  - Are maintained in accordance with all applicable regulations and standards
  - Accurately reflect the true nature of the transactions they record
  - Conform to generally accepted accounting principles (GAAP) and Company accounting policies

### **WE MUST NOT:**

- Create any pool of money that is not appropriately disclosed in the Company's books or records
- Make false or misleading entries in the Company's books or records (including false entries to any timesheets or expense reports) for any reason
- Misconstrue or mislabel a transaction
- Circumvent any internal controls
- Make a written commitment on behalf of Cognizant that exceeds our individual signature authority
- Disburse corporate funds or other corporate property without adequate supporting documentation and authority to do so





### **Records Management**

Just as we must maintain our financial and business records in accordance with relevant policies, rules, and regulations, we must also retain and dispose of these records lawfully and ethically. This means we must always follow the document retention guidelines that apply to our locations and projects and never destroy records unless doing so is compliant with any applicable document retention schedule requirements and/or any legal hold notices. If you have questions regarding the status of any records in your possession, consult your Manager and the Legal Department before taking further action.

### **Accurate Billing and Representations to Customers and Others**

Any time we submit an invoice to a customer, the information contained in that invoice must be complete and accurate. Intentionally submitting an invoice with information that does not accurately reflect the work performed is a false claim and can result in significant liability for the Company. Submitting knowingly inaccurate or false invoices and supporting documents such as time sheets to customers is never condoned by our Company. This is even more important when we deal with government customers because certain laws allow the federal and state governments to recover money paid to contractors that were not reflective of the services provided and/or supported by the invoices or documents submitted to the government entity as well as substantial fines and penalties. These laws broadly prohibit government contractors from making false representations to the government or concealing any information or facts. Cognizant has a zero tolerance policy on submitting false or inaccurate claims to its customers, including any governments.

### **Prohibition Against Money Laundering**

As part of our commitment to accurate recordkeeping, we must be aware that people involved in criminal activity may attempt to enter into transactions with our Company to “launder” the proceeds of their criminal activities to hide the funds or make them appear to be from legitimate activities. Cognizant is committed to conducting business only with

reputable customers involved in legitimate business activities, with funds derived from legitimate, lawful sources.

Cognizant Associates can help ensure compliance with all applicable money laundering laws and regulations by:

Working with the appropriate Cognizant team (such as finance, accounting and compliance) to perform appropriate due diligence on prospective customers, agents and business partners to ensure that they are involved in legitimate business activities and their funds come from legitimate sources. Raise concern if any customer, agent or proposed business partner who is reluctant to provide complete information, provides insufficient, false or suspicious information, or is anxious to avoid reporting or record-keeping requirements.



Following our rules concerning acceptable forms of payment. Some forms of payments and payment related activities that have become associated with money laundering include:

- Payments using monetary instruments that appear to have no identifiable link to the customer
- Payments in cash
- Unusually complex deal structures, payment patterns that reflect no real business purpose, or unusually favorable payment terms
- Fund transfers to or from countries unrelated to the transaction or not logical for the customer
- Transactions involving locations identified as secrecy havens or areas of known terrorist activity, narcotics trafficking or money laundering activity
- Transactions involving foreign shell or offshore banks, unlicensed money remitters or currency exchangers, or nonbank financial intermediaries
- Payment structures that appear to evade record keeping or reporting requirements (for example, multiple transactions below the reportable threshold amounts)
- Requests to transfer money or return deposits to a third party or unknown or unrecognized account.

**If you have questions or concerns about potential money laundering, consult our Chief Compliance Officer or your local compliance resource.**



# WE DO BUSINESS THE RIGHT WAY

Our clients, stockholders, and communities depend on our commitment to perform with the highest level of integrity.

**Competing Fairly and Honestly and Complying with Competition Laws**

16

**Conducting Ethical Sales and Marketing**

16

**Respecting International Trade**

16

**Driving Quality**

16

## COMPETING FAIRLY AND HONESTLY AND COMPLYING WITH COMPETITION LAWS

To compete fairly in the marketplace, we must show the same respect for the confidential information of our competitors that we show for our own. This means we may only gather competitive information in a lawful and ethical manner, never through deception or misrepresentation. For example, we do not use our access to customer systems to search for competitor presentations or other such information that may be viewable without proper authorization. Similarly, we may not retain or use a third party to do what we ourselves cannot.

We must comply with the antitrust and competition laws of the countries where we do business. In general, we must avoid agreements, understandings, or plans with competitors that limit or restrict competition, including price fixing and allocation of markets.

## CONDUCTING ETHICAL SALES AND MARKETING

We never take unfair advantage of potential or current customers or vendors through manipulation, concealment, abuse of confidential information, misrepresentation of facts, or any other unfair-dealing practice. Our communications about our services, whether oral or in written promotional materials, presentations, or slide decks should always meet our high standards of accuracy and integrity.

## RESPECTING INTERNATIONAL TRADE

Cognizant must comply with numerous international trade laws, including those dealing with embargos, export controls, economic sanctions, and anti-boycott regulations, and our Associates must comply with these laws whether based in the United States or another country. In addition, these laws and regulations apply to a number of aspects of our business. For example, these laws may apply to technology transfers, travel across

borders with technical documents, the sharing of information with foreign nationals during visits to the United States or even to foreign nationals working on government contracts in the United States. In addition, Cognizant is not permitted to do business in or ship products or equipment to certain jurisdictions (e.g., North Korea), nor can it do business with sanctioned individuals or companies.

**For more information on the Company's expectations in regards to international trade please see our [Export Compliance Program Manual](#).**

## DRIVING QUALITY

We uphold strict standards for quality when working under our client contracts. As Cognizant Associates, we are each responsible for knowing and complying with contractual obligations applicable to our work. This means we cannot deviate from contractual specifications without the proper approvals.

Properly recording and categorizing all costs to the appropriate accounts and customers and carefully reviewing all documentation to ensure its accuracy before it is submitted to our customers is a fundamental part of delivering quality service.

**If you have any questions about the information in this section, please consult with the Legal Department, or the appropriate Business Unit Head.**



# OUR RESPONSIBILITIES ARE CLEAR

As Cognizant Associates, we seek ways to lead in the following areas.

**Practicing Good Corporate Citizenship**

18

**Adhering to Safety Standards**

18

**Participating in Political and Lobbying Activities**

18

## PRACTICING GOOD CORPORATE CITIZENSHIP

**Labor Practices.** We uphold human rights in all of our global operations. All Cognizant Associates worldwide are entitled to fair wages and hours, consistent with local laws, and are entitled to work in an environment free from discrimination. Our Company does not make use of child labor (i.e., a person under the minimum age provisions of applicable laws and regulations) or forced labor (i.e., prison labor, indentured labor, bonded labor, military labor, slave labor), does not condone any form of human trafficking, and will not work with third parties who engage in such practices. **Environmental Practices.** Cognizant is committed to preserving the environment. We utilize sustainable practices to reduce our carbon footprint and ensure our impact on the world is a positive one. We expect compliance with all applicable environmental laws, regulations, and standards.

For more information about these and other initiatives, please see the information contained in the Corporate Social Responsibility section of our website located [here](#), our [Policy on Sustainability and Corporate Responsibility](#), and our [Anti-Corruption Statement](#).

## ADHERING TO SAFETY STANDARDS

We are expected to promptly report any potential health and safety issues to a Manager. Doing so helps us maintain our own safety, as well as the safety of our fellow Cognizant Associates.

As part of our commitment to maintaining a safe working environment, we never react with violence, threats of violence, abuse, or retaliation. This includes implicit or explicit verbal threats, intimidation, bullying, or any physical act of violence. If we witness or are the victim of an act of violence, intimidation, the threat of violence, abuse, retaliation, intimidation, or other threatening behavior, we must report the matter immediately to a Manager. If we or others are in danger, we must contact the local authorities first.

Just as we must not introduce violence into our workplace, we may not work under the influence of drugs or alcohol. The use, sale, purchase, or possession of illegal drugs, as well as the abuse of alcohol or doctor-prescribed drugs while on Company property or while conducting Company business is strictly prohibited. Such behavior puts all Cognizant Associates and our clients at risk. We should also talk to a Manager or a talent Manager if we notice another Associate's performance on the job is impaired due to the use of alcohol, illegal substances, or drugs, or that another Associate is using illegal substances on Company or client property.

Additionally, all business activities must be conducted with all necessary permits, approvals, and controls.

## PARTICIPATING IN POLITICAL AND LOBBYING ACTIVITIES

Cognizant encourages its Associates to participate in the political process, e.g., campaigning for a candidate for political office, when it is clear that such activity is conducted on an individual basis – not on behalf of our Company or during business hours.

It may be permissible for Cognizant to host political activities at Company facilities or otherwise use corporate resources in a limited way under the law. However, any use of facilities or resources for political activity must be approved in advance by the Legal Department.



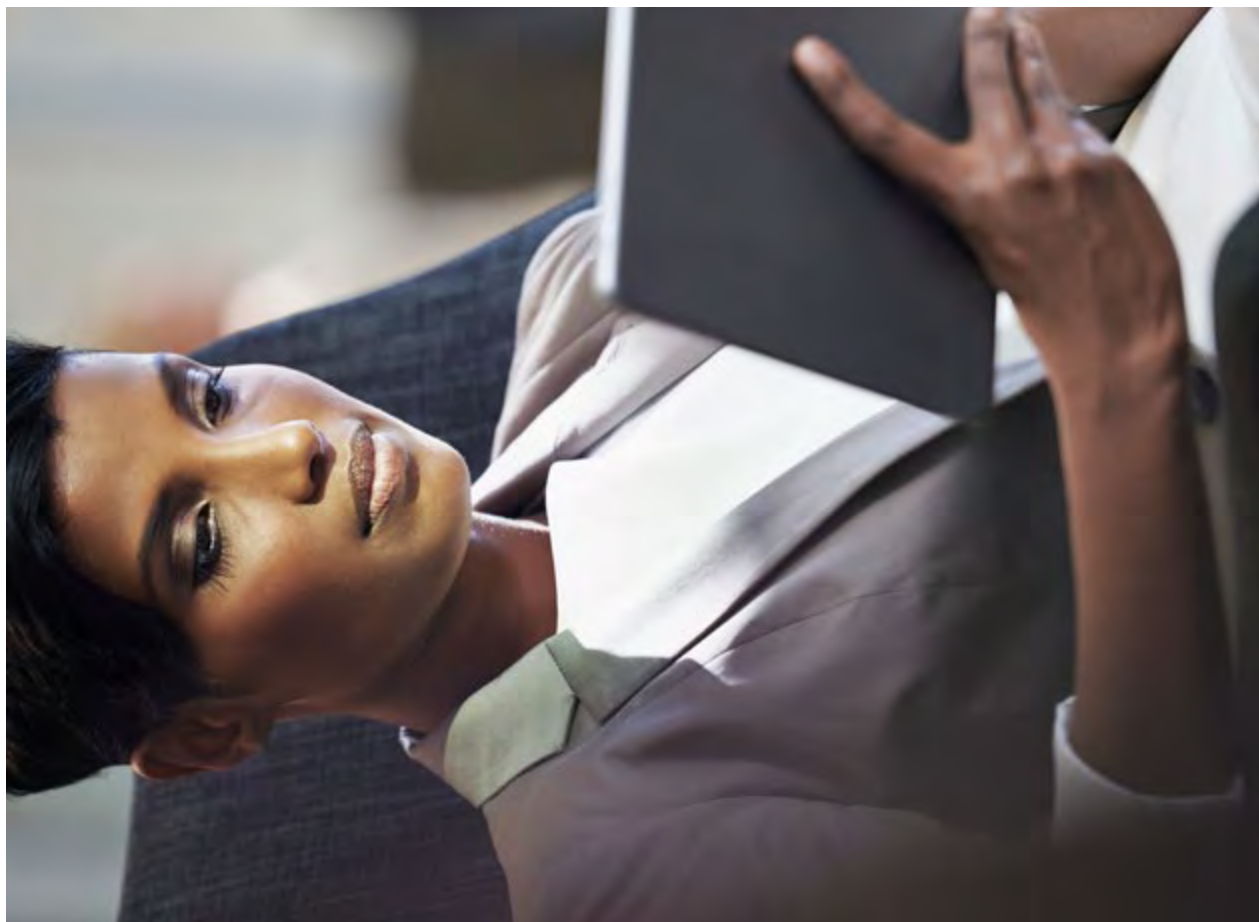


**WE MAY NOT:**

- Seek or hold a political office without advising our supervisor in advance so that any potential conflicts of interest and other applicable laws can be reviewed and followed (and supervisors are required to review any such requests with our Legal Department)
- Request reimbursement for any political contribution or expenditure
- Make any direct or indirect contribution to a political candidate, political committee, or political party on behalf of Cognizant or the PAC (or similar structure in your jurisdiction), unless the contribution is legal and approved in advance by our Chief Legal Officer/General Counsel (for corporate contributions) and is in accordance with the PAC Articles of Association (for PAC contributions). This restriction includes the sponsorship, donation, or contribution to an event in support of a candidate, political party or government entity or official
- Make Company contributions to trade associations or their political action committees where such contributions will be directly or indirectly used for political purposes, unless approved in advance by the Legal Department

Note that there may be instances when our personal political contributions (whether federal, state, municipal, provincial or otherwise) are subject to review by Cognizant to ensure that they are compliant or do not inadvertently jeopardize government business for the Company. The Legal Department will provide specific guidance

We also must not lobby the government (whether federal, state, local, central, municipal, provincial or otherwise) or other organizations on behalf of Cognizant unless it is explicitly part of our job to do so or with the advance approval of the Legal Department. Lobbying is strictly regulated under the laws of most jurisdictions and is often defined broadly to include communications about and efforts to influence not just legislation, but also executive action, administrative matters, execution of government programs, regulatory proceedings, and government contracts.





# WE TAKE PRINCIPLED ACTIONS

Our commitment to do business ethically means keeping the following important guidelines in mind.

**Respecting Others' Privacy and Securing Their Data**

21

**Using Technology the Right Way**

21

**Safekeeping of Company Assets**

21

**Communicating About Cognizant**

22

**Discrimination and Harassment**

22

## RESPECTING OTHERS' PRIVACY AND SECURING THEIR DATA

We must follow all Company, country-specific, local, and client policies related to data privacy and data protection. As Cognizant is an international company, we are required to comply with all relevant international laws, including appropriate European Union data transfer laws. Cognizant limits disclosure of customer information to those inside our organization who have a clear business need for the information.

We do not give customer information to outside companies or other persons, except:

- As directed by clients
- To conduct our business properly
- To stay in compliance with applicable privacy laws
- To protect against fraud or suspected illegal activity
- To provide customer services

**We must immediately contact our Manager, talent Manager, our Chief Security Officer, our Chief Legal Officer/General Counsel, or our Chief Compliance Officer if we believe such data has been compromised. For further information, please consult Cognizant's [Global Data Privacy Policy](#) and [Global Associate Privacy Notice](#).**

## USING TECHNOLOGY THE RIGHT WAY

We must protect Cognizant information systems from unauthorized access or modification. Further, we must ensure that all use of Cognizant and client equipment and information systems conforms to Cognizant's Acceptable Use Policy, which can be found [here](#). Additionally, when we access client information systems we should familiarize ourselves with any additional contractual obligations that may apply.

Cognizant assets like information systems and the messages communicated with them are the sole property of Cognizant, and where permitted, the

Company reserves the right to monitor, audit, and inspect our use of these resources. The Company may also block emails containing security-sensitive content. If we know or suspect use of Cognizant or client assets in violation of this Code or any policy, we must disclose the issue to our Manager or the Company's Chief Security Officer.

When sending business communications in our capacity as a Cognizant Associate, we must maintain a professional tone, discuss only appropriate subjects and not threaten, libel, or defame any other person or company. We should be thoughtful in all of our communications and dealings with others, including on social media.

**For more information on the Company's expectations in regards to the use of social media in connection with our work please see our Social Media Policy, which can be found at [here](#).**

## SAFEKEEPING OF COMPANY ASSETS

As Cognizant Associates, we must protect Company and client assets from misuse, abuse, and theft. Such assets include monetary and physical property like equipment, supplies, facilities, and funds. They also include intangible assets, like confidential information and intellectual property ("IP"), and the information systems we use to conduct Cognizant business. While we may make incidental personal use of Cognizant assets, Company assets should be used primarily for Cognizant business.

**Confidential information** means client or Cognizant information not generally known to the public that provides clients or our Company with a business advantage, including but not limited to strategic and business plans; financial, sales, or pricing information; customer lists and data; vendor terms with suppliers; and promotional plans

**Intellectual property** means our tools, methodologies, creative ideas, expressions, and their associated commercial value, including system code or designs, proprietary computer systems, and copyrights and trademarks

Our stockholders and clients rely on us to protect important information from unlawful or inadvertent disclosure. We must take appropriate precautions to ensure that sensitive business information is only communicated confidentially, and only to those Associates with a business need to know. We never provide confidential information to a third party without the appropriate approvals and non-disclosure agreements in place.

Our obligation to protect information also extends to our IP. Any IP we generate in our Cognizant work belongs to our Company or our clients, including business-related written works, technological advances, or unique solutions to business problems. Whenever we create IP, we must ensure it is disclosed to the Company and protected in accordance with all applicable policies and contractual obligations.

We are also expected to abide by any legal obligations we may have to our former employers. These obligations may include restrictions on the use and disclosure of confidential information, soliciting former colleagues to work at our Company, and non-compete obligations.

**If you know of a situation in which any of our confidential information has been compromised, you should notify our Chief Compliance Officer or Chief Legal Officer/General Counsel immediately.**

## COMMUNICATING ABOUT COGNIZANT

As a publicly traded company, Cognizant has a responsibility to disclose information to the public that is completely accurate.

We must not speak on behalf of Cognizant, our customers or competitors, or our industry with any member of the media or investment community (including all “market professionals” such as securities analysts, institutional investors, investment advisors, brokers, dealers, and security holders) unless we are authorized to do so.

All public disclosures including forecasts, press releases, speeches, and other communications must be accurate, timely, and representative of the facts.

If we are approached by any media person, analyst, or investor to speak on behalf of our Company, our customers or competitors, or our industry, we should direct those queries to the Communications Group. We should not attempt to provide any information ourselves. We should ask the person approaching us to send an email to: [GlobalIPR@cognizant.com](mailto:GlobalIPR@cognizant.com), and the Communications Group will respond appropriately.

## DISCRIMINATION AND HARASSMENT

We must treat others with fairness and respect, and value each other's individual contributions. We never discriminate against a person's legally protected characteristics, such as race, color, religion, gender, gender identity, age, national origin, sexual orientation, marital status, disability status, or veteran status when we make employment decisions including recruiting, hiring, training, promotion, termination, or providing other terms and conditions of employment. We also comply with all applicable equal employment opportunity laws, including those related to discrimination and harassment.

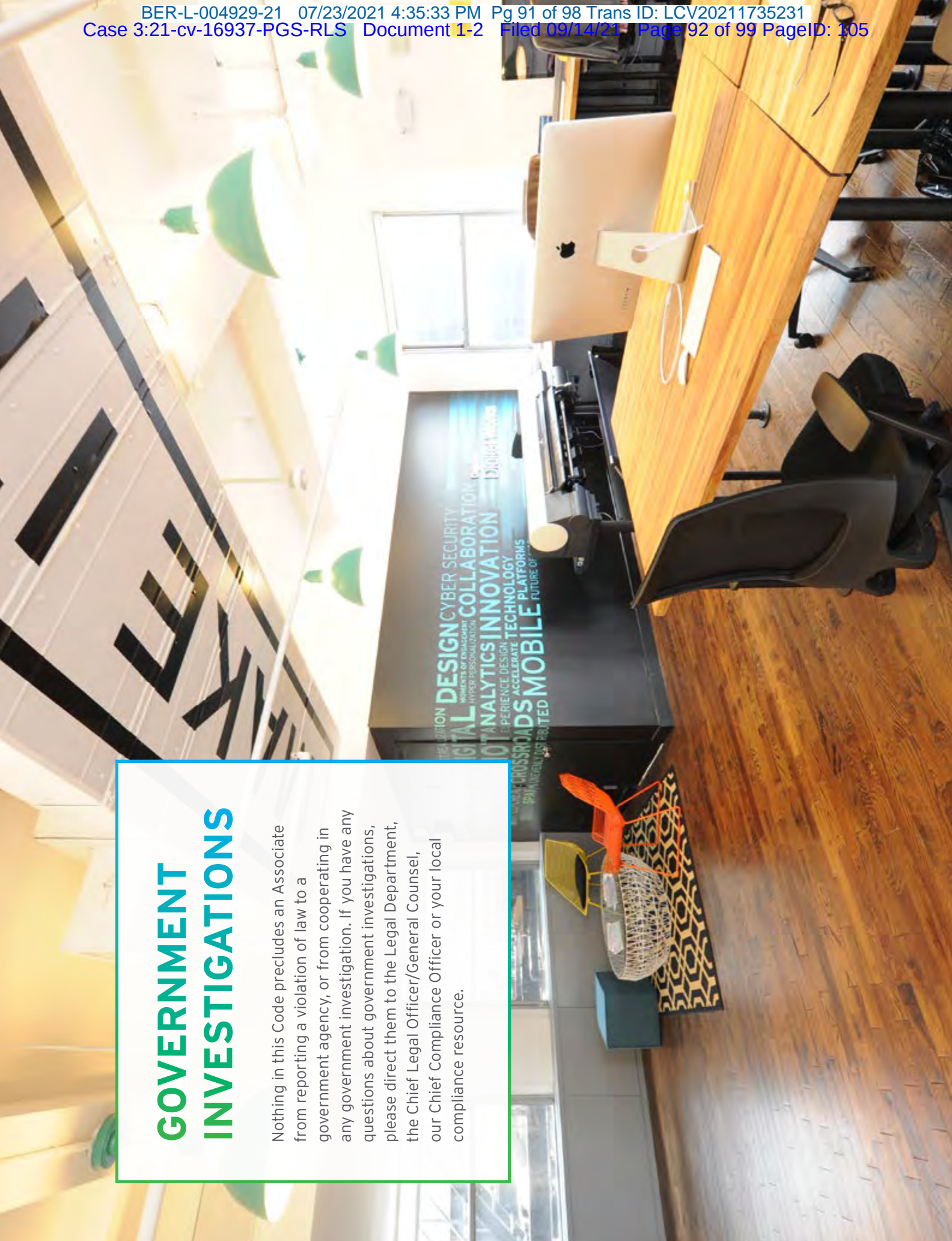
We must never tolerate discriminatory conduct, abuse of authority, or harassment of any kind, including that of a sexual nature. We must also refrain from making jokes, slurs, or other remarks about a person's legally protected characteristics as applicable in a specific country, or those of a sexual nature. At no time should we allow, encourage or create an offensive, violent, discriminatory, abusive, or hostile environment, whether in a location where we conduct our business (such as a Cognizant office or a client site) or at other locations where we congregate for a work-related activity or event (such as a restaurant, hotel or conference center).

Similarly, we may not retaliate against a person who makes a report of discrimination or harassment in good faith, or who participates in an investigation. If witnessing or experiencing discrimination, intimidation, harassment, or retaliation, we should promptly report the behavior to a talent Manager, our Chief Compliance Officer, or our Chief Legal Officer/General Counsel.



# GOVERNMENT INVESTIGATIONS

Nothing in this Code precludes an Associate from reporting a violation of law to a government agency, or from cooperating in any government investigation. If you have any questions about government investigations, please direct them to the Legal Department, the Chief Legal Officer/General Counsel, our Chief Compliance Officer or your local compliance resource.





# Periodic Table of Innovation

SCIENCE & TECHNOLOGY

23 <b>Ag</b> Algorithm	24 <b>Ht</b> Heat	25 <b>Cd</b> Code	26 <b>Pg</b> Progress	27 <b>Ce</b> Chemistry
41 <b>El</b> Electricity	42 <b>Pu</b> Permutation	43 <b>Mc</b> Mechanism	44 <b>Sg</b> Signal	45 <b>Pe</b> Pulse
59 <b>Pc</b> Particle	60 <b>Cm</b> Component	61 <b>Cc</b> Circuit	62 <b>Pc</b> Process	63 <b>Pr</b> Program

## WAIVERS OF THIS CODE

While the policies contained in this Code must be strictly adhered to, an exception could be appropriate under special and limited circumstances. If you believe an exception is appropriate, you should contact your immediate Manager, and if he/she agrees, you must obtain approval from our Chief Compliance Officer. Our Chief Compliance Officer maintains a record of all requests for exceptions and the disposition of such requests, and reports such requests and dispositions to the Company's Audit Committee.

Any executive officer or Board Member who seeks an exception to any of the Code provisions should contact the Company's Chief Legal Officer/General Counsel. Any waiver of the Code for executive officers or Board Members or any change to this Code that applies to them may be made only by the Board of Directors of the Company, and may be disclosed as required by law or stock market regulation.

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APPENDIX

# SCENARIO 1: INTERACTING WITH GOVERNMENT OFFICIALS

A Manager on a facilities project is worried about potential delays due to difficulties obtaining permits and clearance for key supplies needed for the project. During a regular meeting with the customs official, the customs official tells the Manager that he can get the materials into the work zone if he hires a specific consultant for a fee of \$5,000. The customs official assures that this approach will allow the supplies to quickly move through customs without further delay.

## KEEP IN MIND

- We must be very cautious when communicating or working with government officials, including customs officials
- Special laws and regulations control our interactions with government officials
- Even if it is a “local custom” to make such payments, and even if the payments appear small, it is never acceptable to provide cash or other benefits to a government official in exchange for preferential treatment
- Neither Cognizant nor its third parties engage in bribery. We do not corruptly give or offer, directly or indirectly, anything of value to a government official to obtain or maintain business or any other advantage for the Company

## TAKE APPROPRIATE ACTION

- Ensure that no inappropriate payments are exchanged with government officials through Cognizant Associates or through third parties
- Think about whether you feel comfortable in your understanding of anti-corruption laws, our Anti-Corruption Statement, and consult our Legal Department or Chief Compliance Officer with any questions
- Take it upon yourself to get any additional education you need in anti-corruption laws, and be on the lookout for signs that Cognizant Associates or business partners might not understand our shared responsibilities in this area
- Report any concerns you have right away

APPENDIX

SCENARIO 2: CORPORATE OPPORTUNITIES

A Cognizant Associate responsible for pitching new projects comes across a proposed project that she thinks would be well suited for her cousin’s company.

KEEP IN MIND

- We all have a responsibility to make decisions in Cognizant’s best interests
- We must never put our own or someone else’s personal interests ahead of what is best for Cognizant
- Any time our personal interests could conflict with our work, we should report the situation to our Manager or to the Compliance Department to get help resolving it
- Avoid financial interests that are inconsistent with Cognizant’s best interest
- We must refrain from activities, investments, or associations that compete with Cognizant, interfere with your judgment concerning Cognizant’s best interests when conducting Cognizant business, or exploit your position with Cognizant for personal gain

TAKE APPROPRIATE ACTION

- Do not tell your cousin about the opportunity before Cognizant has made a decision regarding whether to pursue it
- Talk with your Manager about your thoughts and whether you should participate in making this decision
- Confirm with your Manager whether it is permissible to refer the opportunity to your cousin’s company

APPENDIX

SCENARIO 3: SPEAKING UP

An employee was present in a business meeting with a key customer and her Manager, who is high up within the Cognizant organization. The Manager said things to the customer during the course of the meeting that the employee knows are not true and she is worried about Cognizant’s reputation with the client. However, she knows that if she brings it up to the Manager, he will dismiss the statements as business as usual, and she is worried about the impact that reporting the incident to someone else might have on her career.

KEEP IN MIND

- It is important to always be truthful in our interactions and communications with potential or current customers
- Sometimes, even a failure to disclose certain information may make information communicated to a customer untrue
- Lying to or misleading a customer comes with substantial risks, including harm to the customer relationship as well as damage to Cognizant’s reputation
- You do not need to be certain that inaccurate information was communicated to a customer or vendor in order to report concerns
- Cognizant has a strict prohibition on retaliation for reporting concerns about untrue or misleading information communicated to a customer

TAKE APPROPRIATE ACTION

- If you think that false or misleading information has been provided to a current or potential customer, you should report these concerns immediately, either to the Cognizant Legal Department, the Chief Compliance Officer, Chief Legal Officer/General Counsel, or the Compliance Helpline



APPENDIX

# SCENARIO 4: SAFEKEEPING OF COMPANY ASSETS

After months of hard work leading to a breakthrough in functionality, a Design Engineer copies her work onto a personal external drive and takes it home in order to make sure that she retains her work, even if she later leaves the Company.

## KEEP IN MIND

- Our roles as Cognizant Associates sometimes allow us to learn about new products or services before the general public
- These types of advances give our Company a competitive advantage, and it is up to us to carefully protect this information
- Releasing confidential or proprietary information – belonging to Cognizant or our clients – could seriously harm the companies and individuals involved
- Never download confidential information outside Cognizant’s network or send confidential information to private e-mail accounts

## TAKE APPROPRIATE ACTION

- Do not take confidential information, Company IP, or Client IP for your own personal use
- Do not disclose any Company IP to third parties. Be careful to only discuss with your friends information that is already publicly available
- If you know that confidential information has been compromised, notify our Chief Compliance Officer or Chief Legal Officer/General Counsel

APPENDIX

SCENARIO 5: HOSTILE WORK ENVIRONMENT

An employee thinks that her boss is harassing a number of people on the employee’s team, including the employee. She observes that the Manager keeps asking a male colleague on dates, and although the colleague has declined, the Manager continues to ask him out. The Manager is verbally demeaning to the employee and several other women on the team about their appearance and intellect, and offers them very few opportunities. On the other hand, the Manager praises and rewards other members of the team. The employee wants to speak up, but is afraid that if she does so, her Manager will find out.

KEEP IN MIND
<ul style="list-style-type: none"><li>• This type of behavior is inappropriate and could be considered harassment</li><li>• Under no circumstances is it appropriate to make comments that are derogatory, abusive, or sexual in nature</li><li>• Cognizant has a strict prohibition on retaliation for reporting suspected or actual ethical violations, including workplace harassment</li><li>• Cognizant will protect you if any Manager were to act against you because you raised a concern</li></ul>
TAKE APPROPRIATE ACTION
<ul style="list-style-type: none"><li>• Report any concerns you have right away, either to the Cognizant Legal Department, the Chief Compliance Officer, Chief Legal Officer/General Counsel, or the Compliance Helpline</li></ul>



Cognizant



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